

EXHIBIT 7

**Grae vs. Corrections
Corporation of America, et al.**

**Videotaped Deposition of
ELEANOR INNES - 30(B)(6)**

July 10, 2018

*****CONFIDENTIAL*****



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Eleanor Innes - 30(b)(6)

		Page 1	Page 2	
1	UNITED STATES DISTRICT COURT		1 A P P E A R A N C E S:	
2	MIDDLE DISTRICT OF TENNESSEE		2 ROBBINS GELLER RUDMAN & DOWD LLC	
3	-----x		3 Attorneys for Plaintiffs and the Witness	
4	NIKKI BOLLINGER GRAE,		4 414 Union Street, Suite 900	
5	Individually and on Behalf		5 Nashville, Tennessee 37219	
6	of All Others Similarly	Civil Action No.	6 BY: CHRISTOPHER WOOD, ESQ.	
7	Situated,	3:16-cv-02267	7 cwood@grdlaw.com	
8	Plaintiffs,		8 -and-	
9	vs.		9 ROBBINS GELLER RUDMAN & DOWD LLC	
10	CORRECTIONS CORPORATION OF		10 Post-Montgomery Center	
11	AMERICA, ET AL.,		11 One Montgomery Street, Suite 1800	
12	Defendants.		12 San Francisco, California 94104	
13	-----x		13 BY: WILLOW RADCLIFFE, ESQ.	
14	885 Third Avenue		14 wradcliffe@grdlaw.com	
15	New York, New York		15 LATHAM & WATKINS LLC	
16	July 10, 2018		16 Attorneys for CoreCivic and the individual	
17	9:07 a.m.		17 defendants	
18	30(b)(6) witness in the above-titled action, held at		18 355 South Grand Avenue	
19	the above time and place, before Eileen Mulvenna,		19 Los Angeles, California 90071-1560	
20	CSR/RMR/CRR, Certified Shorthand Reporter,		20 BY: BRIAN T. GLENNON, ESQ.	
21	Registered Merit Reporter, Certified Realtime		21 brian.glennon@lw.com	
22	Reporter, and Notary Public of the State of New		22 -and-	
23	York.		23 LATHAM & WATKINS LLC	
24	Job No. 10044536		24 505 Montgomery Street, Suite 2000	
25			25 San Francisco, California 94111-6538	
			BY: MORGAN E. WHITWORTH, ESQ.	
			morgan.whitworth@lw.com	
			19 RILEY WARNOCK & JACOBSON PLC	
			20 Attorneys for Defendants	
			21 1906 West End Avenue	
			22 Nashville, Tennessee 37203	
			23 BY: TREY McGEE, ESQ.	
			24 tmcgee@rwjplc.com	
			25 ALSO PRESENT:	
			ERIK DAVIDSON, VIDEOGRAPHER	
		Page 3	Page 4	
1	IT IS HEREBY STIPULATED AND AGREED,		1 I N D E X	
2	by and between the attorneys for the respective		2 WITNESS EXAMINATION BY PAGE	
3	parties herein, that filing and sealing be and the		3	
4	same are hereby waived.		4 ELEANOR INNES	
5			5 MR. GLENNON 9	
6	IT IS FURTHER STIPULATED AND AGREED		6 MR. WHITWORTH 132	
7	that all objections, except as to the form of the		7 E X H I B I T S	
8	question, shall be reserved to the time		8 INNES PAGE	
9	of the trial.		9	
10			10 Exhibit D-1 No Bates numbers, 26	
11	IT IS FURTHER STIPULATED AND AGREED that		11 Defendants' Notice of Rule	
12	the within deposition may be signed and sworn to		12 30(b)(6) Deposition of Lead	
13	before any officer authorized to administer an oath,		13 Plaintiff, Amalgamated	
14	with the same force and effect as if signed and		14 Bank, as Trustee for the	
15	sworn to before the officer before whom the		15 LongView Collective	
16	within deposition was taken.		16 Investment Fund	
17			17 Exhibit D-2 No Bates numbers, 28	
18			18 Plaintiffs' Objections and	
19			19 Responses to Defendants'	
20			20 Notice of Rule 30(b)(6)	
21			21 Deposition of Lead	
22			22 Plaintiff Amalgamated Bank	
23			23 as Trustee for the LongView	
24			24 Collective Investment Fund	
25			25 (Continued)	

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		Page 5		Page 6
1		E X H I B I T S		
2	Exhibit D-3	No Bates numbers, Plaintiff 41		
3		Amalgamated Bank's		
4		Responses and Objections to		
5		Defendant CoreCivic, Inc.'s		
6		First Set of		
7		Interrogatories to		
8		Plaintiff		
9	Exhibit D-3A	No Bates numbers, E-mail 43		
10		Chain		
11	Exhibit D-4	No Bates numbers, Complaint 75		
12		for Violations of the		
13		Federal Securities Laws		
14	Exhibit D-5	No Bates numbers, 79		
15		Certification of Named		
16		Plaintiff Pursuant to		
17		Federal Securities Laws		
18		signed by William Hogan on		
19		or about the 18th of		
20		October, 2016		
21	Exhibit D-6	No Bates numbers, 83		
22		Consolidated Complaint for		
23		the Violations of the		
24		Federal Securities Laws		
25		filed on March 13, 2017		
			Page 7	
1		E X H I B I T S		
2	Exhibit D-9	No Bates numbers, Plaintiff 108		
3		Amalgamated Bank's		
4		Responses and Objections to		
5		Defendant CoreCivic Inc.'s		
6		First Set of Requests for		
7		Production of Documents to		
8		Plaintiff		
9	Exhibit D-10	No Bates numbers, Movant's 166		
10		Purchases and Losses		
			Page 8	
1			1	THE VIDEOGRAPHER: We are now on the
2			2	record.
3			3	Today is Tuesday, July 10th, 2018, and
4			4	the time is approximately 9:07 a.m.
5			5	This is the videotaped deposition of
6			6	Amalgamated Bank 30(b)(6) being taken in the
7			7	matters of Nikki Bollinger Grae versus
8			8	Corrections Corporation of America, et al.,
9			9	pending in the United States District for the
10			10	Middle District of Tennessee, Case No.
11			11	3:16-cv-02267.
12			12	We are at 885 Third Avenue, New York,
13			13	New York.
14			14	My name is Erik Davidson of Aptus
15			15	Court Reporting.
16			16	At this time will counsel and all
17			17	parties present please identify themselves.
18			18	MR. GLENNON: Brian Glennon of
19			19	Latham & Watkins on behalf of CoreCivic and
20			20	the individual defendants.
21			21	MR. WHITWORTH: Morgan Whitworth from
22			22	Latham & Watkins on behalf of the defendants.
23			23	MR. McGEE: Trey McGee, Riley
24			24	Warnock & Jacobson, on behalf of the
25			25	defendants.

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1 MR. WOOD: Christopher Wood, Robbins		1 Thank you very much for taking the
2 Geller, on behalf of plaintiff and the		2 time to be with us this morning.
3 witness.		3 Can we begin by having you spell your
4 MS. RADCLIFFE: Willow Radcliffe from		4 full name for the court reporter, please.
5 Robbins Geller Rudman & Dowd on behalf of the		5 A. Eleanor Innes, E-L-E-A-N-O-R. Innes,
6 witness and the plaintiff.		6 I-N-N-E-S.
7 THE VIDEOGRAPHER: Will the court		7 Q. And, Ms. Innes, where do you presently
8 reporter please swear in the witness.		8 reside?
9 ELEANOR INNES,		9 A. In Jackson Heights, Queens in
10 having been duly sworn by Eileen Mulvenna,		10 New York.
11 a Notary Public of the State of New York,		11 Q. Can I just get your address for the
12 was examined and testified as follows:		12 record, please.
13 EXAMINATION		13 A. 8412 35th Avenue, Jackson Heights,
14 BY MR. GLENNON:		14 New York 11372.
15 Q. Good morning, Ms. Innes.		15 Q. Thank you.
16 A. Good morning.		16 Ms. Innes, have you been deposed
17 Q. I introduced myself at the outset of		17 before?
18 the deposition briefly for the record, but just to		18 A. Yes.
19 introduce myself more formally to you, I'm Brian		19 Q. I'll come back to that in a moment.
20 Glennon. I'm with the law firm of Latham & Watkins.		20 How many times?
21 I represent CoreCivic and the four individual		21 A. Once.
22 defendants.		22 Q. Once. Okay. I'll come back to that.
23 To my left is my associate Morgan		23 Just to ensure that we have a clean
24 Whitworth. He's also with my firm. And to his left		24 transcript and that the deposition moves as
25 is Trey McGee. He's our local counsel in Tennessee.		25 efficiently as possible, I'd like to begin by just
	Page 11	Page 12
1 going over a couple of ground rules, if you don't		1 Does that make sense?
2 mind.		2 A. Yes.
3 A. Okay.		3 Q. Good.
4 Q. The first is, throughout the course of		4 If at any point during my questions
5 the day, I'll be asking you questions and you'll be		5 today you don't understand a question, please do not
6 giving answers. We have a court reporter. This		6 hesitate to ask. I will do my very best to ask as
7 deposition will be transcribed. As a result, it's		7 clear of questions as I can, but I don't want you to
8 very important for us to try our best not to talk		8 speculate as to what I mean. If it's not clear, I'm
9 over one another. If you allow me to finish my		9 more than happy to clarify or try and figure out
10 questions, I'll allow you to finish your answers.		10 what about my question is unclear to you so I can
11 It just makes for a much cleaner transcript.		11 correct it, adjust it and help you answer it
12 Is that okay?		12 accurately.
13 A. Yes.		13 Is that acceptable?
14 Q. The second is -- the second ground		14 A. Yes.
15 rule is that because this is being recorded and		15 Q. Now, you understand that you're under
16 there's a written transcript -- obviously, there's a		16 oath in this deposition. The court reporter at the
17 video as well, but the written transcript will be		17 beginning of the deposition swore you in. And what
18 used -- it's very important to have audible, verbal		18 that means is that even though we're not in a court
19 answers. Uh-huhs and huh-uhs and nods or shakes of		19 of law now, your testimony has the same force and
20 the head don't always make for very clear testimony.		20 effect as if you were testifying in court.
21 So to the extent possible, when I ask		21 Do you understand that?
22 you a question, if you could respond audibly and		22 A. Yes.
23 verbally as opposed to with the nonverbal gestures.		23 Q. You will have at the conclusion of
24 And if I notice any nods or shakes of the head, I'll		24 this deposition a period of time -- we'll work with
25 try to point that out to you.		25 your counsel to allow you to review the transcript.

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<p style="text-align: right;">Page 13</p> <p>1 You can make corrections to the transcript. If you 2 substantively change your answers, I will have the 3 opportunity to comment on that at a later point in 4 time or at trial.</p> <p>5 Do you understand that?</p> <p>6 A. Yes.</p> <p>7 Q. Your attorneys will from time to time 8 object. Unless they specifically instruct you not 9 to answer, you're still required to answer the 10 question.</p> <p>11 Does that make sense?</p> <p>12 A. Yes.</p> <p>13 Q. If you need a break at any time, 14 please let me know, for any reason. The only thing 15 I ask is that if there is a question pending, you 16 answer the question, and then I'll accommodate your 17 desire to take a break.</p> <p>18 Is that acceptable?</p> <p>19 A. Yes.</p> <p>20 Q. If I say "CoreCivic" in this case, I'm 21 also referring to Corrections Corporation of 22 America. You realize that over the course of this 23 lawsuit, Corrections Corporation of America 24 rebranded is now known as CoreCivic.</p> <p>25 You'll understand that I'm referring</p>	<p style="text-align: right;">Page 14</p> <p>1 to CCA when I say "CoreCivic"; does that make sense?</p> <p>2 A. Yes.</p> <p>3 Q. Is there any reason why you can't give 4 complete and your best testimony today?</p> <p>5 A. No.</p> <p>6 Q. Ms. Innes, I'd like to start by 7 talking about some of the preparations you went 8 through in connection with this deposition.</p> <p>9 I'm assuming you did do some 10 preparation for this deposition; is that correct?</p> <p>11 A. Yes.</p> <p>12 Q. Did you meet with anybody?</p> <p>13 A. Yes.</p> <p>14 Q. Who did you meet with?</p> <p>15 A. I've met with Amalgamated Bank's 16 internal general counsel, and I've also met with our 17 legal representation.</p> <p>18 Q. And by "legal representation," you 19 mean outside counsel?</p> <p>20 A. Yes.</p> <p>21 Q. With respect to inside counsel, how 22 many times did you meet with in-house counsel at 23 Amalgamated Bank?</p> <p>24 A. I'm not sure, but it was a handful of 25 times.</p>
<p style="text-align: right;">Page 15</p> <p>1 Q. More or less than five times?</p> <p>2 A. Probably more than five, less than 3 ten.</p> <p>4 Q. Okay. More than five, less than ten.</p> <p>5 Can you give me the rough time period 6 during which those meetings took place?</p> <p>7 A. It would have been from May 2018 8 through today.</p> <p>9 Q. Can you give me an estimate about how 10 long each of those meetings took place?</p> <p>11 A. Can you --</p> <p>12 Q. A ballpark would be fine, your best 13 estimate.</p> <p>14 A. Half hour to three hours, four hours.</p> <p>15 Q. So it ranged from between half an hour 16 to three or four hours?</p> <p>17 A. Yep -- yes.</p> <p>18 Q. And during the course of those 19 meetings, did you and in-house counsel review any 20 documents?</p> <p>21 A. Yes.</p> <p>22 Q. Did any of those documents refresh 23 your recollection on any of the events or the 24 allegations at issue in this lawsuit?</p> <p>25 A. I'm not sure I understand the</p>	<p style="text-align: right;">Page 16</p> <p>1 question.</p> <p>2 Q. Okay. You said you reviewed 3 documents.</p> <p>4 A. Yes.</p> <p>5 Q. Were they court filings?</p> <p>6 A. Some of them, yes.</p> <p>7 Q. And you familiarized yourself with 8 this lawsuit in connection with your preparation for 9 this case; is that correct?</p> <p>10 A. Yes.</p> <p>11 Q. And I don't need to ask about the 12 court filings. I'm now focused on documents other 13 than court filings that you may have reviewed with 14 in-house counsel during your prep period.</p> <p>15 A. Okay.</p> <p>16 Q. Did any of those documents refresh 17 your recollection or remind you of events, facts, 18 dates, times, people that are relevant to the 19 allegations and the litigation as reflected in the 20 pleadings?</p> <p>21 MR. WOOD: Objection to form.</p> <p>22 THE WITNESS: I'm -- if I could just 23 get clarification by what you mean by 24 "refresh," I guess is where I'm having difficulty. Refresh from --</p>

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<p>1 BY MR. GLENNON:</p> <p>2 Q. Let me try it this way. No, it's -- I 3 understand.</p> <p>4 Were these all documents that you were 5 looking at and learning new facts, or are these 6 documents that you looked at and thought to 7 yourself, okay, now I remember what happened at the 8 time of this investment or what happened at the time 9 of this disclosure?</p> <p>10 Do you understand the distinction I'm 11 drawing?</p> <p>12 A. I believe so.</p> <p>13 Q. Okay.</p> <p>14 A. I was familiar with the case from 15 internal meetings when we first -- when Amalgamated 16 Bank first decided to go forth with the litigation. 17 So I was aware of the litigation, but I did not have 18 details.</p> <p>19 Q. Okay. And on those initial meetings, 20 were those meetings with in-house counsel?</p> <p>21 A. Yes.</p> <p>22 Q. Did anybody outside -- can you -- 23 sorry. Strike that.</p> <p>24 Focusing now on those initial meetings 25 when you first became aware of the lawsuit, who --</p>		<p>1 can you give me a general list of who attended those 2 meetings?</p> <p>3 A. These would be internal meetings with 4 Amalgamated Bank's trust committee, which would -- 5 the people who attend the trust committee are 6 obviously the trust committee members and coworkers 7 of the investment management division.</p> <p>8 Q. And the general counsel as well, 9 members of the --</p> <p>10 A. Yes.</p> <p>11 Q. -- of the general counsel's office?</p> <p>12 A. Yes.</p> <p>13 Q. And just to be clear, those were 14 meetings in which you became initially familiar with 15 the allegations in the complaint or the nature of 16 the lawsuit?</p> <p>17 A. Yes.</p> <p>18 Q. And then sometime after that, you met 19 with the general counsel, in-house counsel on a 20 handful of the occasions ranging from 30 minutes to 21 four to five hours with the specific intent of 22 preparing for this deposition?</p> <p>23 A. Yes.</p> <p>24 Q. You also mentioned that you met with 25 outside counsel?</p>
<p>1 A. Yes.</p> <p>2 Q. How many times?</p> <p>3 A. To clarify, conference calls and in 4 person?</p> <p>5 Q. Conference calls and in person, 6 please.</p> <p>7 A. Four or five times.</p> <p>8 Q. When was the first time?</p> <p>9 A. I can't recall.</p> <p>10 Q. Would you say --</p> <p>11 A. In the last couple months.</p> <p>12 Q. Okay. So the first meeting -- okay. 13 Strike that.</p> <p>14 So all four or five meetings would 15 have taken place in the last couple months; is that 16 accurate?</p> <p>17 A. Yes. Yes.</p> <p>18 Q. Can you give me some estimate as to 19 the length of those meetings.</p> <p>20 A. Anywhere from an hour to four hours.</p> <p>21 Q. An hour to four hours.</p> <p>22 And during any of those meetings, did 23 you review any documents?</p> <p>24 A. Yes.</p> <p>25 Q. Now, earlier you had mentioned that</p>	Page 19	<p>1 you had reviewed documents initially, earlier in the 2 case, when you were with the trust committee and 3 counsel when you were first becoming familiarized 4 with the potential lawsuit.</p> <p>5 Do you recall that testimony?</p> <p>6 A. Yes.</p> <p>7 Q. And then later you had the meetings 8 you just described with outside counsel?</p> <p>9 A. Yes.</p> <p>10 Q. Did any of the meetings with outside 11 counsel refresh your recollection on any of the 12 events at issue in the lawsuit? And by that, by 13 example, but not by limitation, I mean the 14 investment decision, the dates of the investment, 15 the amount, that sort of thing.</p> <p>16 MR. WOOD: Objection to the form.</p> <p>17 THE WITNESS: So that was a little 18 long.</p> <p>19 BY MR. GLENNON:</p> <p>20 Q. I can break it down.</p> <p>21 A. Can you just break it down? Because 22 now you're adding additional --</p> <p>23 Q. That's fine.</p> <p>24 Do you remember earlier when we talked 25 about the difference between becoming familiar, in</p>

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<p>1 the first instance, with the allegations in the 2 complaints versus being refreshed on something that 3 you may have known previously? 4 A. Okay. 5 Q. Do you recall discussing that? 6 A. Yes. 7 Q. Okay. Using that same distinction, my 8 question to you is, during any of the meetings now 9 with outside counsel, did you review any documents 10 in preparation for today's deposition that refreshed 11 your recollection as to the facts in this lawsuit? 12 A. Yes. 13 Q. What documents would those have been? 14 A. Oh, there was many documents, so -- 15 Q. Can you give me your best 16 recollections of what those were. 17 A. So there were the memorandums from 18 Judge Aleta Trauger. There were the motion to 19 become lead plaintiff. There was the initial motion 20 regarding the case. I don't know what the official 21 legal name is, but there were many, many documents 22 that were reviewed. 23 Q. Were they all court filings? 24 A. No. 25 Q. Can you describe for me the non-court</p>	<p>Page 21</p> <p>1 filings that refreshed your recollection in 2 preparation for your deposition today? 3 A. There were some internal documents 4 that we reviewed going back to when Amalgamated 5 first started to pursue the case in 2016. 6 Q. Can you give me an estimate as to how 7 many internal documents you reviewed going back to 8 when Amalgamated first started to investigate the 9 case. 10 A. There weren't many. A handful. 11 Q. Five? 12 A. Less than five. 13 Q. Less than five. 14 Can you describe generally for me the 15 content of those documents. 16 A. It would be regarding our corporate 17 governance program and what litigation the bank was 18 pursuing. 19 Q. And what about those documents 20 refreshed your recollection in connection with your 21 preparation for today's deposition? 22 A. Can you just rephrase. Because it was 23 just reviewing documents that I had seen before 24 through meetings. 25 Q. When I was asking you about whether</p>
<p>1 you looked at documents that sort of refreshed your 2 recollection, you were talking about court pleadings 3 to begin with. 4 Do you recall that? 5 A. Yes. 6 Q. So I'm focused now on the five 7 documents on corporate governance. 8 A. Yes. 9 Q. What were the contents specifically in 10 those documents that caused you to refer to them in 11 response to my question? 12 MR. WOOD: Objection to form. 13 THE WITNESS: They were the initial 14 documents that brought up the litigation 15 against CCA during our meeting. 16 BY MR. GLENNON: 17 Q. So what -- 18 A. So I originally -- go ahead. 19 Q. No, that was my fault. You corrected 20 me. Please. 21 A. I originally saw those documents 22 when -- some of them -- I'm not sure all of them -- 23 when they were first put together in 2016. 24 Q. Do you have any more specific 25 recollection as to the date, beyond 2016, with</p>	<p>Page 23</p> <p>1 respect to those documents you've been discussing? 2 A. Can you just rephrase the question. 3 Q. Yes. 4 Do you have any more specific date of 5 those documents? If I understood your testimony 6 correctly, you said they were just the initial 7 documents that discussed the litigation from 2016. 8 And I'm asking, do you have a more 9 specific date as to when those documents were dated? 10 A. Towards the end of 2016. No, I don't 11 because I can't -- no, I don't. I can't remember 12 exactly when those documents were dated. 13 Q. That's fine. Thank you. 14 Ms. Innes, how long have you been an 15 employee at Amalgamated Bank? 16 A. Eight years. 17 Q. And before joining Amalgamated Bank, 18 where were you employed? 19 A. Mutual of America Capital Management. 20 Q. How long were you at Mutual of 21 America? 22 A. About ten years. 23 Q. And what is your current job title at 24 Amalgamated? 25 A. Senior vice president and director of</p>

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1 equities.

2 Q. Can you provide me with a general
3 overview of your job responsibilities as senior
4 vice president and director of equities?

5 A. I'm responsible for managing our
6 in-house indexed and custom indexed equity business,
7 along with oversight of subadvisors in conjunction
8 with the investment management team, along with
9 product development and client marketing and
10 reporting.

11 Q. And going back for a moment to your
12 employment at Mutual of America Capital Management,
13 can you provide an overview of your job
14 responsibilities while you were employed there?

15 A. I was an indexed fund manager and also
16 an equity analyst.

17 Q. And you're not a lawyer?

18 A. No.

19 Q. Who do you report to at Amalgamated?

20 A. Jim Lingberg.

21 Q. Can you spell that for the record,
22 please.

23 A. Jim, J-I-M, Lingberg, L-I-N-G-B-E-R-G.

24 Q. What is Jim's title?

25 A. Chief trust officer.

Page 25

Page 26

1 Q. And do you have any individuals or
2 employees reporting directly to you?

3 A. Yes.

4 Q. And could you provide a list of those
5 employees for me, please.

6 A. One, Kevin Kang.

7 Q. Kevin is the only employee currently
8 reporting directly to you?

9 A. Yes.

10 Q. Ms. Innes, I am going to take a moment
11 to introduce a couple of exhibits.

12 MR. GLENNON: We'll mark this as
13 Defendants' Exhibit 1.
(Innes Exhibit D-1, No Bates numbers,

14 Defendants' Notice of Rule 30(b)(6)

15 Deposition of Lead Plaintiff, Amalgamated
16 Bank, as Trustee for the LongView Collective
17 Investment Fund, marked for identification.)

18 BY MR. GLENNON:

19 Q. Ms. Innes, if you could just take a
20 moment to familiarize yourself with this document.
(Reviewing.)

21 Q. Ms. Innes, have you had an opportunity
22 to review Defendants' Exhibit 1?

23 A. Yes.

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Page 28

1 Q. Have you seen Defendants' Exhibit 1?

2 A. Yes.

3 Q. You understand that this is
4 Defendants' Notice of Rule 30(b)(6) Deposition of
5 Lead Plaintiff, Amalgamated Bank, as Trustee for the
6 LongView Collective Investment Fund?

7 A. Yes.

8 Q. Do you understand that this was our
9 notice of deposition for Amalgamated Bank?

10 A. Yes.

11 Q. And are you familiar generally with
12 the topics of deposition that are listed in
13 Defendants' Exhibit 1?

14 A. Yes.

15 Q. And you understand that you have been
16 designated by plaintiff as the corporate
17 representative of Amalgamated Bank in this
18 deposition?

19 A. Yes.

20 Q. And you realize that that means you're
21 testifying on behalf of Amalgamated Bank?

22 A. Yes.

23 Q. And you're generally familiar with the
24 topics that are listed in Defendants' Exhibit 1?

25 A. Yes.

1 MR. WOOD: Brian, I'll just note for
2 the record that we did serve objections to
3 certain of these --

4 MR. GLENNON: They're coming next.

5 MR. WOOD: All right.
(Innes Exhibit D-2, No Bates numbers,

6 Plaintiffs' Objections and Responses to
7 Defendants' Notice of Rule 30(b)(6)

8 Deposition of Lead Plaintiff Amalgamated Bank
9 as Trustee for the LongView Collective
10 Investment Fund, marked for identification.)

11 BY MR. GLENNON:

12 Q. Ms. Innes, I'm handing you now what
13 will be marked as Defendants' Exhibit 2.
14 This is Plaintiffs' Objections and
15 Responses to Defendants' Notice of Rule 30(b)(6)

16 Deposition of Lead Plaintiff Amalgamated Bank as
17 Trustee for the LongView Collective Investment Fund.

18 If you could just take a moment to
19 familiarize yourself with that document.
(Reviewing.)

20 Q. Ms. Innes, have you had an opportunity
21 to review Defendants' Exhibit 2?

22 A. Yes.

23 Q. And you understand that these are

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<p>1 plaintiffs' objections and responses to what I 2 previously marked as Defendants' Exhibit 1? 3 A. Yes. 4 Q. And without going through each and 5 every request, you'll see that a number of them, 6 such as Response to Topic of Examination No. 2, 7 No. 3, No. 4, No. 5, so on and so forth -- we'll 8 come back and talk about these individually 9 throughout the deposition, but you'll see that, in 10 response to a number of these, plaintiffs represent 11 that they will designate a witness to testify on 12 that particular topic? 13 If it would help, they're generally 14 the last sentence where there is such an agreement 15 of the response to the topic of examination. 16 A. Yes. 17 Q. And you understand, as we discussed 18 previously, that where plaintiffs have said that 19 they will designate a witness to talk about the 20 specific topics of examination, that witness is you? 21 A. Yes. 22 Q. And you're prepared to speak to those 23 topics of examination for which plaintiffs have 24 represented that they will designate a witness to 25 testify on that subject matter?</p>	<p>1 A. To the best of my ability, yes. 2 Q. And Amalgamated is not going to put 3 forth any other witness to talk about any subset of 4 these requests, the requests that the plaintiffs 5 have represented they will designate a witness. 6 They've designated you for all such requests; 7 correct? 8 MR. WOOD: Objection to form. 9 THE WITNESS: I'm not sure. 10 BY MR. GLENNON: 11 Q. Okay. As you sit here today, are you 12 aware of any other witness from Amalgamated Bank 13 that is preparing to testify or will testify on any 14 of these subject matters other than you? 15 A. No. 16 Q. Thank you. 17 And to the best of your abilities, you 18 said you prepared to speak for Amalgamated on each 19 of the deposition topic areas for which counsel said 20 they would produce a witness? 21 A. Yes. 22 Q. Without disclosing any discussions you 23 had you either in privileged sessions with in-house 24 counsel or with your outside counsel, have you had 25 any discussions with anybody else at Amalgamated</p>
<p>1 about who is the proper person to testify about 2 these subject matters on behalf of Amalgamated? 3 A. Yes. 4 Q. Who did you have those discussions 5 with? 6 A. Jim Lingberg. 7 Q. That's your supervisor? 8 A. Yes. 9 Q. And how many discussions with Jim did 10 you have about whether or not you were the best 11 person to testify about these subject matters? 12 A. One. 13 Q. And can you summarize that discussion 14 for me. 15 A. It was a general discussion on the 16 amount of time it would take to go through the 17 depositions and the litigation. 18 Q. Fair to say that the discussion was 19 basically logistic in terms of the demands it was 20 going to take out of your schedule to perform in 21 this capacity? 22 A. Yes. 23 Q. Did you discuss the substance of your 24 testimony with Jim in connection with that 25 discussion?</p>	<p>1 A. No. 2 Q. Did you have any discussions with 3 anybody else, again outside of privileged 4 discussions, about whether you should be the 5 designee on behalf of Amalgamated to testify on the 6 subject matters we were just discussing? 7 A. No. 8 Q. Do you know why you were selected as 9 the designated Amalgamated witness? 10 MR. WOOD: I'm just going to object to 11 the extent it calls for privileged 12 information. 13 But if you can answer that question 14 without divulging privileged information from 15 general counsel or outside counsel, you can 16 answer it. 17 THE WITNESS: As the director of 18 equities and a portfolio manager for some of 19 the LongView funds, it makes sense for me to 20 be the designated witness. 21 BY MR. GLENNON: 22 Q. Is that because you have unique and 23 specific knowledge about those investments and those 24 funds given your role? 25 A. To clarify, I wouldn't say it would be</p>

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1 unique information, but I am the closest to managing 2 those portfolios. 3 Q. Outside of general counsel or outside 4 counsel, would you say you're the closest to the 5 claims asserted in this litigation? 6 MR. WOOD: Objection to form. 7 THE WITNESS: Can you clarify what you 8 mean by "closest to." 9 BY MR. GLENNON: 10 Q. Sure. 11 A. Thank you. 12 Q. When we were asking how you were 13 designated to serve in this capacity today, one of 14 the things you said is that you were closest to 15 managing those portfolios. 16 Do you recall that testimony? 17 A. Yes. 18 Q. What I'm asking is, was any 19 consideration, to your knowledge, given to your 20 level of involvement or knowledge of the underlying 21 litigation, or was the primary driver in making the 22 decision to designate you your knowledge of the 23 portfolios? 24 MR. WOOD: Objection. 25 Again, just I caution you not to	1 reveal any privileged information, but you 2 can answer if you know and can do so without 3 revealing that information. 4 THE WITNESS: I do not believe I was 5 chosen specifically because I am an index 6 fund manager. 7 Does that answer your question? 8 BY MR. GLENNON: 9 Q. It does. 10 A. Yeah. 11 Q. Why is it that you do not believe you 12 were chosen specifically because you were an index 13 fund manager? 14 A. There are other representatives of the 15 bank that would do just as good a job as I will in 16 representing the bank in this litigation. 17 Q. So without disclosing the contents of 18 privileged communications, why is it you believe you 19 were selected to sit in this chair today as opposed 20 to the other individuals that you felt would do just 21 as good a job in that capacity? 22 MR. WOOD: Objection to form. 23 THE WITNESS: Part of it is schedule. 24 Part of it is timing. 25
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1 BY MR. GLENNON: 2 Q. Was your particular unique or more 3 intimate knowledge of the litigation itself a factor 4 in selecting you to serve in this capacity? 5 MR. WOOD: Objection to form. 6 THE WITNESS: Over some other 7 individuals, yes; but not a deciding factor 8 overall. 9 BY MR. GLENNON: 10 Q. Who was involved in making the 11 decision to designate you as the corporate 12 representative for Amalgamated? 13 A. I'm not sure of everyone who was 14 involved. 15 Q. Do you recall who informed you that 16 you were going to be designated as the corporate 17 representative for Amalgamated? 18 A. Jim Lingberg. 19 Q. Was this the same discussion you 20 talked about earlier where you said it was a general 21 discussion about the time and the requirements of 22 serving in this role? 23 A. No. No. 24 Q. It was a different conversation? 25 A. It was a quick conversation in a	1 general meeting. Not even -- a quick comment in a 2 general meeting. 3 Q. I see. 4 When did that general meeting take 5 place? 6 A. May of this year. 7 Q. I want to go back a moment. 8 You testified at the beginning that 9 you had been deposed before. 10 A. Yes. 11 Q. Were you deposed in your individual 12 capacity or were you giving testimony on behalf of 13 Amalgamated? 14 A. I was giving testimony on behalf of 15 Amalgamated Bank. 16 Q. That was in connection with another 17 litigation? 18 A. Yes. 19 Q. Which litigation was that? 20 A. Ebix. 21 Q. Can you spell that, please. 22 A. E-B-I-X. 23 Q. What kind of lawsuit was that? 24 A. It was a derivatives lawsuit. 25 Q. In this context, is that a shareholder

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1 derivative lawsuit?		1 it generally. I think that's fine.
2 A. Yes.		2 BY MR. GLENNON:
3 Q. When was that testimony given?		3 Q. So keeping your testimony generally,
4 A. April of 2018, a couple months ago.		4 can you give me, in essence, the gist of your
5 I'm not sure of the date.		5 testimony as corporate representative in the
6 Q. Can you describe generally the nature		6 shareholder derivative litigation that you were just
7 of the testimony you provided in the Ebix		7 describing?
8 shareholder derivative litigation.		8 A. On behalf of our shareholders in the
9 MR. WOOD: So my understanding is that		9 LongView funds, we were looking to -- or are looking
10 there's a protective order that covers that		10 to recover shareholder value regarding the structure
11 testimony.		11 of Ebix, corporate structure.
12 I think if you can describe it		12 Q. Can you clarify the "corporate
13 generally, that's fine.		13 structure" piece of your testimony.
14 MR. GLENNON: One moment. On this --		14 A. There were misleading statements made
15 that's fine. We also can mark this portion		15 by senior officials in Ebix that led to a decrease
16 of the transcript confidential under		16 in valuation of the stock based on -- there were a
17 protective order.		17 lot of different details regarding the corporate
18 MR. WOOD: I'm going to mark the whole		18 structure of the security and also the involvement
19 transcript confidential, but it's not my		19 of senior management that we were challenging -- or
20 case, so I don't know how to deal with that.		20 are challenging. Pardon me.
21 I can't have her testify about information		21 Q. Is Amalgamated a named plaintiff in
22 which has been marked confidential by someone		22 the Ebix shareholder derivative litigation?
23 else.		23 A. I believe so, yes.
24 MR. GLENNON: I understand.		24 Q. Is Amalgamated the lead plaintiff in
25 MR. WOOD: Again, she can talk about		25 the Ebix shareholder derivative litigation?
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1 A. Yes.		1 Examination -- Topic of Examination No. 20.
2 Q. Who's your counsel for Amalgamated in		2 Do you have that in front of you?
3 the Ebix shareholder derivative litigation?		3 A. Yes.
4 A. I recall the lawyer's name, not the		4 Q. I'm going to just read the topic into
5 firm.		5 the record.
6 Q. Do you know whether it's the same firm		6 Topic of Examination No. 20 provides,
7 that's representing you in this litigation?		7 "Facts, knowledge and information relating to
8 A. No, it is not.		8 Amalgamated's past, present or prospective
9 Q. Going back quickly to the topics that		9 participation as a named representative of a class
10 we discussed that you've been put forth to testify		10 or purported class in any other action."
11 about today in this litigation, do you believe that		11 Do you see that?
12 you're the best person to represent Amalgamated at		12 A. Yes.
13 this deposition in answering the questions that		13 Q. And looking down at the response,
14 you've been designated for?		14 there's -- the response is made subject to
15 A. Yes.		15 objections, but the second sentence reads, and I
16 Q. Are there any other individuals at		16 quote, "Plaintiff will designate a witness to
17 Amalgamated that you feel, with respect, again, to		17 testify generally about Amalgamated's role as a
18 the topics we're talking about that are listed in		18 class representative in other securities actions
19 actually both Defendants' Exhibit 1 and 2, that have		19 since October 18, 2013."
20 more knowledge than you on those particular topics?		20 Do you see that?
21 MR. WOOD: Objection to form.		21 A. Yes.
22 THE WITNESS: At this time, no.		22 Q. And we talked earlier that you
23 BY MR. GLENNON:		23 understand that person is you?
24 Q. Ms. Innes, I'd like to direct your		24 A. Yes.
25 attention to page 11 of Defendants' Exhibit 2, Topic		25 Q. And you're prepared to discuss that

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1 topic; is that correct?		1 A. Yes.	
2 A. Generally, I'm prepared to discuss		2 Q. And you understand that Defendants'	
3 that topic, yes.		3 Exhibit 3 is Plaintiff Amalgamated Bank's Responses	
4 Q. Has Amalgamated served as a lead		4 and Objections to Defendant CoreCivic, Inc.'s First	
5 plaintiff in other securities class actions?		5 Set of Interrogatories to Plaintiff?	
6 A. Yes.		6 A. Yes.	
7 Q. How many?		7 Q. Is this one of the documents that you	
8 A. I'm not sure.		8 reviewed in preparation for your deposition today?	
9 Q. Ms. Innes, I'm going to have the court		9 A. If I recall correctly, yes. Yes.	
10 reporter mark as Exhibit 3 Plaintiff Amalgamated		10 Q. I'd like to direct your attention to	
11 Bank's Responses and Objections to Defendant		11 page 4, Interrogatory 1.	
12 CoreCivic's First Set of Interrogatories to		12 A. Yes.	
13 Plaintiff.		13 Q. I won't read the entire interrogatory	
14 If you could just take a moment to		14 or response into the record, but, to summarize,	
15 familiarize yourself with that document, please.		15 Interrogatory 1 asked for a list of all actions and	
16 (Innes Exhibit D-3, No Bates numbers,		16 lawsuits in which you, Amalgamated, has been named	
17 Plaintiff Amalgamated Bank's Responses and		17 as a plaintiff or class representative, along with	
18 Objections to Defendant CoreCivic, Inc.'s		18 some other information.	
19 First Set of Interrogatories to Plaintiff,		19 And then lower on that page, subject	
20 marked for identification.)		20 to general objections and objections, there's a	
21 (Reviewing.)		21 bullet point list of three lawsuits.	
22 BY MR. GLENNON:		22 Do you see that?	
23 Q. Ms. Innes, you had an opportunity now		23 A. Yes.	
24 to review what we have marked as Defendants'		24 Q. Ms. Innes, I'm going to have the court	
25 Exhibit 3?		25 reporter mark as Defendants' Exhibit 3A an e-mail	
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1 from Chris Wood dated Friday, July 6th, 2018, at		1 Q. I'm going to ask you a few questions	
2 1:42 p.m., to Faraz Mohammadi, and a number of other		2 generally about each of the five lawsuits that	
3 individuals listed on the cc line.		3 plaintiff has identified in connection with their	
4 (Innes Exhibit D-3A, No Bates numbers,		4 interrogatory response.	
5 E-mail Chain, marked for identification.)		5 Let's start with Nieman versus Duke	
6 BY MR. GLENNON:		6 Energy. That is listed on Tab 3. That's page --	
7 Q. You can take a moment to read the		7 excuse me. Defendants' Exhibit 3, page 4,	
8 e-mail. It's not very long.		8 Interrogatory 1.	
9 (Reviewing.)		9 Are you familiar with the Nieman	
10 Q. Ms. Innes, have you had an opportunity		10 litigation?	
11 to review Defendants' Exhibit 3A?		11 A. Generally.	
12 A. Yes.		12 Q. What can you tell me about the Nieman	
13 Q. And do you understand that in this		13 litigation?	
14 e-mail communication that we've marked as		14 A. I believe the Duke Energy litigation	
15 Defendants' 3A, the plaintiff is essentially		15 was regarding corporate governance.	
16 supplementing the information on Exhibit 3, the		16 Q. Do you recall anything more specific	
17 interrogatory responses, to add two additional		17 about the corporate governance issues in the Duke	
18 responsive lawsuits?		18 Energy litigation?	
19 Do you see that?		19 A. No.	
20 A. Yes.		20 Q. How did you first become aware of the	
21 Q. That would be In Re Allergan Generic		21 corporate governance allegations or issues alleged	
22 Drug Pricing Securities Litigation; and Shenk v.		22 in the Duke Energy lawsuit?	
23 Mallinckrodt PLC, et al.		23 A. Through general meetings internally at	
24 Do you see that?		24 Amalgamated Bank.	
25 A. Yes.		25 Q. Do you know what investment fund --	

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<p>1 through which investment fund Amalgamated owned the 2 relevant security? 3 A. Specifically, no. 4 Q. So you don't know whether it was 5 LongView or some other passive or managed fund? 6 A. It would be one of our LongView funds. 7 Q. So it was one of the LongView funds? 8 A. Yes. 9 Q. Do you recall whether Amalgamated was 10 approached by -- strike that. 11 Do you recall which law firm 12 represented Amalgamated in the Duke Energy case? 13 A. No. 14 Q. Do you know whether Amalgamated was 15 approached by a law firm or whether Amalgamated 16 approached a law firm in connection with pursuing 17 the claims in the Duke litigation? 18 MR. WOOD: Objection. 19 THE WITNESS: I'm not sure. 20 MR. WOOD: I'm just going to caution 21 the witness not to reveal any privileged 22 information in responding to that question. 23 BY MR. GLENNON: 24 Q. That's understandable, but I think the 25 answer was you don't know?</p>	<p>Page 45</p> <p>1 A. I'm not sure. 2 Q. Without revealing confidential 3 information, do you know how Amalgamated chose the 4 law firm that represented it in the Duke Energy 5 case? 6 A. That would be decided by general 7 counsel. 8 Q. And in the Duke Energy case, plaintiff 9 [sic] was, in fact, appointed as co-lead plaintiff; 10 is that correct? 11 A. According to the document, yes. 12 Q. You said, "According to the document." 13 Which document are you referring to? 14 A. The one in front of me. We were 15 appointed co-lead plaintiff. 16 Q. Defendants' Exhibit 3? 17 A. Yes. 18 Q. That would be the Response to 19 Interrogatory No. 1 on Defendants' Exhibit 3, 20 page 4; is that correct? 21 A. Yes. 22 Q. And if you flip to page 11 -- excuse 23 me, not 11. 24 If you flip to the page which 25 should -- would be 13 if it had a page number.</p>
<p>1 Do you see that verification? 2 A. Yes. 3 Q. If you could take a moment just to 4 review that verification, please. 5 (Reviewing.) 6 Q. Ms. Innes, do you know who Mark 7 Sullo-Choy [ph] is? 8 A. Yes. 9 Q. Who is Mark Sullo-Choy? 10 A. He is part of the legal team at 11 Amalgamated Bank -- or was part of the legal team at 12 Amalgamated Bank. 13 Q. You'll see he executed this 14 verification on or about May 21, 2018? 15 A. Yes. 16 Q. And he, to the best of his ability, 17 certifies the accuracy -- or verifies the accuracy 18 of the answer contained in Defendants' Exhibit 3? 19 A. Yes. 20 Q. Do you have any reason to believe that 21 there's any inaccuracies in Defendants' Exhibit 3? 22 A. No. 23 Q. Do you know who made the decision to 24 seek to become co-lead plaintiff in the Duke Energy 25 matter?</p>	<p>Page 47</p> <p>1 MR. WOOD: And you can answer that if 2 you can do so without revealing privileged 3 information. 4 THE WITNESS: That would be presented 5 by our general counsel to the trust committee 6 of Amalgamated Bank. 7 BY MR. GLENNON: 8 Q. Is that -- is that an established 9 practice or procedure when Amalgamated seeks to 10 become lead plaintiff, that there's a presentation 11 from the general counsel to a committee at the bank? 12 In other words, in making those 13 decisions, did the bank follow that same general 14 procedure that you just described? 15 A. Yes, there would be a discussion with 16 general counsel with the trust committee. 17 Q. With the general counsel -- 18 A. There would be a discussion with the 19 general counsel with the trust committee. 20 Q. And that would be true for all 21 litigations in which Amalgamated ultimately sought 22 to be named as lead or co-lead plaintiff in an 23 action? 24 A. To the best of my knowledge, yes. 25 Q. Try and move through the rest of these</p>

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<p>1 quickly.</p> <p>2 I'd like to direct your attention back</p> <p>3 to the Response to Interrogatory No. 1, page 4 on</p> <p>4 Defendants' Exhibit 3.</p> <p>5 You see the second bullet point,</p> <p>6 Menold versus Navient?</p> <p>7 A. Yes.</p> <p>8 Q. It says here the case was before</p> <p>9 District Judge Gregory Sleet, "Plaintiff moved to be</p> <p>10 appointed as lead plaintiff, but was not appointed."</p> <p>11 Are you familiar with that litigation?</p> <p>12 A. Generally.</p> <p>13 Q. Can you give me a general description</p> <p>14 of that litigation.</p> <p>15 A. I believe this is also a corporate</p> <p>16 governance issue.</p> <p>17 Q. By "corporate governance," do you have</p> <p>18 any more specific understanding of what that</p> <p>19 corporate governance issue is?</p> <p>20 A. No.</p> <p>21 Q. Or was?</p> <p>22 A. I do not recall, no.</p> <p>23 Q. Would I be correct in assuming that</p> <p>24 this also -- the investment through which</p> <p>25 Amalgamated owned the relevant security would have</p>	Page 49	<p>1 been through one of the LongView trust funds?</p> <p>2 A. One or more of the LongView funds,</p> <p>3 yes.</p> <p>4 Q. And do you recall whether, in</p> <p>5 connection with the Navient Corp. lawsuit,</p> <p>6 Amalgamated approached a law firm or a law firm</p> <p>7 approached Amalgamated in connection with its</p> <p>8 representation in that matter?</p> <p>9 MR. WOOD: And just again caution you</p> <p>10 not to reveal any privileged information in</p> <p>11 responding to that question.</p> <p>12 THE WITNESS: I'm not sure.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. Do you know -- strike that.</p> <p>15 Without disclosing any privileged</p> <p>16 information -- strike that again.</p> <p>17 Do you recall who represented you in</p> <p>18 connection with the Navient Corp. litigation?</p> <p>19 A. No.</p> <p>20 Q. Do you recall one way or another as to</p> <p>21 whether or not it was the same lawyers that</p> <p>22 represent you in this litigation?</p> <p>23 A. No.</p> <p>24 Q. You don't recall or it's not the same</p> <p>25 lawyers?</p>	Page 50
<p>1 A. I do not recall.</p> <p>2 MR. WOOD: Brian, I'm just going to</p> <p>3 object to this line of questioning as being</p> <p>4 beyond the scope of the notice. I think that</p> <p>5 we represented that we'd prepare someone to</p> <p>6 talk about Amalgamated's role as a class</p> <p>7 representative. And, obviously, they were</p> <p>8 not class representative certainly in that</p> <p>9 action.</p> <p>10 MR. GLENNON: Noted. I won't spend a</p> <p>11 tremendous amount of time on this. I'm just</p> <p>12 going to move through it --</p> <p>13 MR. WOOD: Sure.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. Do you recall the outcome of the</p> <p>16 Navient case?</p> <p>17 A. No, I do not.</p> <p>18 Q. Going back to Defendants' Exhibit 3,</p> <p>19 Response to Interrogatory No. 1, page 4, the third</p> <p>20 bullet point on the list is In Re Cognizant.</p> <p>21 Do you see that?</p> <p>22 A. Yes.</p> <p>23 Q. And that entry it says, "Plaintiff was</p> <p>24 appointed co-lead plaintiff."</p> <p>25 A. Yes.</p>	Page 51	<p>1 Q. Are you familiar with that litigation?</p> <p>2 A. Generally, yes.</p> <p>3 Q. Can you describe, please, your general</p> <p>4 understanding of that case.</p> <p>5 A. This is another corporate governance</p> <p>6 issue.</p> <p>7 Q. And more specifically, do you know</p> <p>8 what the corporate governance issue entailed?</p> <p>9 A. I do not recall, no.</p> <p>10 Q. And I assume it's the same answer,</p> <p>11 that if I were to ask you through what investment</p> <p>12 fund did Amalgamated own the relevant securities, it</p> <p>13 would be one or more of the LongView funds?</p> <p>14 A. Yes.</p> <p>15 Q. Do you recall who represented you in</p> <p>16 that case?</p> <p>17 A. No.</p> <p>18 Q. And you don't recall whether or not</p> <p>19 it's the same counsel you have in connection with</p> <p>20 this litigation, "this litigation" being the</p> <p>21 CoreCivic lawsuit?</p> <p>22 A. I don't believe it is.</p> <p>23 Q. Am I safe in saying that you don't</p> <p>24 know the circumstances surrounding your engagement</p> <p>25 of counsel in that lawsuit?</p>	Page 52

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1 MR. WOOD: Objection to form. 2 THE WITNESS: Yes. 3 BY MR. GLENNON: 4 Q. And I asked you earlier who at 5 Amalgamated would make the decision to seek or -- to 6 seek to become lead plaintiff, and I think you said 7 discussion between general counsel and the trustees? 8 A. Trust committee. 9 Q. The trust committee. Thank you. 10 I assume that was the same process 11 that was generally followed here in connection with 12 the Cognizant litigation, to the best of your 13 knowledge? 14 A. Yes. 15 Q. Do you recall what the outset -- do 16 you recall what the outcome of that litigation was? 17 A. No. 18 Q. Ms. Innes, I'm going to move you now 19 to Defendants' Exhibit 3A. There's just two 20 additional lawsuits. I'll just ask you a couple of 21 general questions as to those two. 22 The first is In Re Allergan Generic 23 Drug Pricing Securities Litigation. 24 Do you see that? 25 A. Yes.	1 Q. Are you familiar with that lawsuit? 2 A. Generally. 3 Q. Can you describe your general 4 understanding of the nature of that lawsuit? 5 A. Again, it's a corporate governance 6 issue. 7 Q. Do you recall anything more 8 specifically about the corporate governance issue 9 that's the focus of that lawsuit? 10 A. No, I do not. 11 Q. What about Shenk versus Mallinckrodt? 12 Do you see that on Defendants' 13 Exhibit 3A? 14 A. Yes. 15 Q. Do you have a general understanding of 16 the nature of that litigation? 17 A. That it was a corporate governance 18 issue. 19 Q. Do you recall anything more 20 specifically about the corporate governance issue 21 that was at the heart of that particular lawsuit? 22 A. No. 23 Q. In both of these lawsuits in this 24 response, it suggests that plaintiff, Amalgamated, 25 moved to be appointed as lead plaintiff, but was not
1 appointed. I'm assuming that your description of 2 the process through which Amalgamated makes the 3 decision to move to be appointed as lead plaintiff 4 in connection with the earlier cases we talked about 5 applies here, same process? 6 A. Yes. 7 Q. In these responses, it says that 8 Robbins Geller did not represent Amalgamated in 9 either of these two lawsuits. 10 Do you recall who represented 11 Amalgamated in either of these two lawsuits? 12 A. No, I don't remember. 13 Q. Do you recall the outcome or the 14 conclusion, if there was one, with respect to either 15 of these two lawsuits? And, again, just for the 16 record, I'm referring to the two lawsuits listed as 17 bullet points in Defendants' Exhibit 3A. 18 A. No. 19 Q. Looking at Exhibits 3 and 3A combined, 20 there are three lawsuits which the interrogatory 21 answer provides, "Plaintiff moved to be appointed as 22 lead plaintiff, but was not appointed." 23 And those three are Menold or Navient 24 Corp; In Re Allergan; and Shenk versus Mallinckrodt. 25 Do you see that?	1 A. Yes. 2 Q. Focusing on the Menold case, do you 3 know why Amalgamated was not appointed lead 4 plaintiff in that matter? 5 A. No, I do not recall. 6 Q. Turning to the Allergan Generic Drug 7 Pricing Securities Litigation, do you know why 8 Amalgamated was not appointed as lead plaintiff in 9 that case? 10 A. No, I do not. 11 Q. Then turning to the Shenk litigation, 12 do you know why plaintiff [sic] was not appointed 13 lead plaintiff in that lawsuit? 14 A. No, I do not. 15 Q. Ms. Innes, has Amalgamated retained 16 the law firm Robbins Geller in other securities 17 class action lawsuits? 18 A. Yes. 19 Q. How many? 20 A. I'm not sure. 21 Q. Can you give me an estimate? 22 A. Over the years, I'm not sure. No, I 23 can't give you an estimate. 24 Q. What is your best understanding in 25 terms of following -- a small handful, a large
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<p>1 number, more than ten?</p> <p>2 MR. WOOD: Objection to form.</p> <p>3 THE WITNESS: I do not know.</p> <p>4 BY MR. GLENNON:</p> <p>5 Q. So no idea at all.</p> <p>6 A. In relation to our entire litigation,</p> <p>7 no, I do not know.</p> <p>8 Q. What about in connection with your</p> <p>9 litigation regarding the LongView fund or -- yes,</p> <p>10 LongView fund?</p> <p>11 MR. WOOD: Objection to form and</p> <p>12 beyond the scope of the notice.</p> <p>13 THE WITNESS: I don't know.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. You don't know.</p> <p>16 But you do know that they've</p> <p>17 represented Amalgamated in prior lawsuits?</p> <p>18 A. Yes.</p> <p>19 Q. Do you know whether they represented</p> <p>20 Amalgamated in prior securities lawsuits?</p> <p>21 A. Yes.</p> <p>22 Q. Do you know how many securities</p> <p>23 lawsuits Robbins Geller has represented Amalgamated</p> <p>24 in?</p> <p>25 MR. WOOD: Objection to form and</p>	Page 59	<p>1 beyond the scope.</p> <p>2 THE WITNESS: No, I do not.</p> <p>3 BY MR. GLENNON:</p> <p>4 Q. Do you know -- strike that.</p> <p>5 Can you give any litigation, by name</p> <p>6 or description, in which the law firm Robbins Geller</p> <p>7 has represented Amalgamated Bank in a securities</p> <p>8 litigation?</p> <p>9 MR. WOOD: Same objection.</p> <p>10 THE WITNESS: A litigation against</p> <p>11 Duke Energy we were represented by Robbins</p> <p>12 Geller. And Liquid Lumber -- Lumber</p> <p>13 Liquidators.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. What can you tell me about Duke</p> <p>16 Energy?</p> <p>17 MR. WOOD: If you can respond</p> <p>18 generally without revealing any privileged</p> <p>19 information.</p> <p>20 THE WITNESS: That there were</p> <p>21 corporate governance issues with the company.</p> <p>22 And we were awarded approximately</p> <p>23 \$145 million for shareholders of the company.</p> <p>24 BY MR. GLENNON:</p> <p>25 Q. Do you recall whether that was a</p>
<p>1 securities fraud case?</p> <p>2 A. I'm not sure.</p> <p>3 Q. Did you have any role on that Duke</p> <p>4 Energy litigation?</p> <p>5 A. No, I did not.</p> <p>6 Q. You also mentioned Lumber Liquidators?</p> <p>7 A. Yes.</p> <p>8 Q. What can you tell me about that</p> <p>9 litigation?</p> <p>10 MR. WOOD: I'll give you the same</p> <p>11 caution.</p> <p>12 THE WITNESS: I'm not sure.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. Do you know if it was a shareholder</p> <p>15 lawsuit?</p> <p>16 A. I'm not sure.</p> <p>17 Q. You don't know what the nature of the</p> <p>18 lawsuit --</p> <p>19 A. I do not recall.</p> <p>20 Q. Do you recall whether Amalgamated was</p> <p>21 a plaintiff or a defendant?</p> <p>22 A. I don't remember.</p> <p>23 Q. You don't recall the outcome of that</p> <p>24 lawsuit?</p> <p>25 A. No, I do not.</p>	Page 60	<p>1 Q. Are you familiar with the lawsuit</p> <p>2 captioned Juan [ph] versus Facebook?</p> <p>3 A. Yes.</p> <p>4 Q. What do you know about the Juan versus</p> <p>5 Facebook litigation?</p> <p>6 MR. WOOD: Same caution not to reveal</p> <p>7 any privileged information.</p> <p>8 THE WITNESS: I'm not sure what's</p> <p>9 privileged on that, but it's regarding the --</p> <p>10 the company issuing Class B securities with</p> <p>11 lower voting rights than the current</p> <p>12 securities.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. Do you recall what the outcome of that</p> <p>15 lawsuit was?</p> <p>16 A. I believe it's still ongoing.</p> <p>17 Q. Do you have any knowledge of whether</p> <p>18 or not the law firm Robbins Geller maintains a</p> <p>19 portfolio monitoring program?</p> <p>20 MR. WOOD: I'm going to again caution</p> <p>21 you not to reveal privileged information, but</p> <p>22 you can answer that yes or no.</p> <p>23 THE WITNESS: Yes.</p> <p>24 BY MR. GLENNON:</p> <p>25 Q. Do you know if Amalgamated uses</p>

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<p>1 Robbins Geller's portfolio monitoring program?</p> <p>2 Again without revealing privileged information, just</p> <p>3 yes or no.</p> <p>4 MR. WOOD: And I'm going to note for</p> <p>5 the record that I object that it's beyond the</p> <p>6 scope.</p> <p>7 But you can answer if you know.</p> <p>8 THE WITNESS: Yes.</p> <p>9 BY MR. GLENNON:</p> <p>10 Q. Ms. Innes, has Amalgamated ever been</p> <p>11 sanctioned by any financial industry regulator in</p> <p>12 connection with its banking or investment practices,</p> <p>13 to your knowledge?</p> <p>14 MR. WOOD: Objection to form and</p> <p>15 scope.</p> <p>16 THE WITNESS: I would not be aware of</p> <p>17 all of it, but, no, not to my knowledge.</p> <p>18 BY MR. GLENNON:</p> <p>19 Q. So to the best of your knowledge,</p> <p>20 Amalgamated has never been sanctioned by any</p> <p>21 financial industry regulator in connection with</p> <p>22 banking and investment practices?</p> <p>23 MR. WOOD: Same objections.</p> <p>24 THE WITNESS: I do not know.</p> <p>25</p>	<p>1 BY MR. GLENNON:</p> <p>2 Q. Ms. Innes, we talked earlier about a</p> <p>3 number of different lawsuits that Amalgamated was</p> <p>4 involved in in one capacity or another.</p> <p>5 Do you know whether any court has</p> <p>6 sanctioned Amalgamated in connection with --</p> <p>7 actually, strike that. I'm going to break this</p> <p>8 question down and make it easier.</p> <p>9 Do you know whether any court has</p> <p>10 sanctioned Amalgamated in connection with banking or</p> <p>11 investment business practices?</p> <p>12 MR. WOOD: Objection to form and</p> <p>13 scope.</p> <p>14 THE WITNESS: No, I do not know.</p> <p>15 BY MR. GLENNON:</p> <p>16 Q. Do you know whether Amalgamated has</p> <p>17 ever been sanctioned by any court in connection with</p> <p>18 its role as a litigant in connection with any of the</p> <p>19 lawsuits that we've previously discussed?</p> <p>20 MR. WOOD: Objection to form and</p> <p>21 scope.</p> <p>22 THE WITNESS: I don't know.</p> <p>23 Can we take a break?</p> <p>24 MR. GLENNON: I was just going to</p> <p>25 suggest it. Thank you.</p>
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<p>1 THE VIDEOGRAPHER: The time is</p> <p>2 approximately 10:21 a.m. We're going off the</p> <p>3 record.</p> <p>4 (Recess from the record.)</p> <p>5 THE VIDEOGRAPHER: We are back on the</p> <p>6 record. This is DVD No. 2. The time is</p> <p>7 approximately 10:35 a.m.</p> <p>8 BY MR. GLENNON:</p> <p>9 Q. Good morning, Ms. Innes.</p> <p>10 A. Good morning.</p> <p>11 Q. Just to remind you, you are still</p> <p>12 testifying under oath in this matter.</p> <p>13 A. Yes.</p> <p>14 Q. Ms. Innes, I'd like to turn your</p> <p>15 attention now to the litigation for which you're</p> <p>16 being offered as a corporate representative.</p> <p>17 Is that okay?</p> <p>18 A. Yes.</p> <p>19 Q. Can you tell me at what point</p> <p>20 Amalgamated became aware of the securities fraud</p> <p>21 allegations that are asserted in this case?</p> <p>22 A. Outside of discussions with general</p> <p>23 counsel, which may be privileged, I believe it was</p> <p>24 sometime in 2016.</p> <p>25 Q. You can actually tell me the date of</p>	<p>1 the discussions with general counsel. I just can't</p> <p>2 know the content.</p> <p>3 A. It was I believe October 2016.</p> <p>4 Q. And, again, without revealing the</p> <p>5 substance or content of privileged communications,</p> <p>6 do you know how Amalgamated became aware of the</p> <p>7 alleged securities fraud claims at issue in this</p> <p>8 lawsuit?</p> <p>9 A. I believe we were approached by</p> <p>10 Robbins Geller.</p> <p>11 Q. And do you know when you were</p> <p>12 approached by Robbins Geller?</p> <p>13 A. I do not have the exact date.</p> <p>14 Q. Do you know who from Robbins Geller</p> <p>15 approached Amalgamated?</p> <p>16 A. I do not.</p> <p>17 Q. Do you know who at Amalgamated Bank</p> <p>18 was on the receiving end of the approach by Robbins</p> <p>19 Geller?</p> <p>20 A. I'm not sure of the specific person.</p> <p>21 Q. Without revealing the content of</p> <p>22 privileged communications, do you know what</p> <p>23 triggered Amalgamated's interest in becoming</p> <p>24 involved in the lawsuit?</p> <p>25 MR. WOOD: Objection to form.</p>

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1 THE WITNESS: Because it is a 2 securities fraud issue, Amalgamated Bank 3 reviews those litigation proposals through 4 general counsel and the trust committee. 5 BY MR. GLENNON:		1 right? 2 MR. GLENNON: Correct. Did I say 3 Exhibit 2? 4 MR. WOOD: I think you said 5 interrogatory responses, but -- 6 MR. GLENNON: Excuse me. I'm sorry. 7 Thank you. 8 MR. WOOD: Just trying to be clear. 9 MR. GLENNON: The topics of 10 examination, number 15 at the bottom of 11 page 8 of Defendants' Exhibit 2. 12 BY MR. GLENNON:
6 Q. Do you know who ultimately made the 7 decision by Amalgamated to become involved in this 8 lawsuit? 9 A. Can you clarify. Meaning one person 10 or -- 11 Q. Person or persons. 12 A. It would be the trust committee. 13 Q. The trust committee is the entity that 14 makes the decision as to whether or not to pursue 15 litigation claims on behalf of Amalgamated? 16 A. Yes. 17 Q. I'm just going to direct your 18 attention, if I could, back to Defendants' 19 Exhibit 2, which are the responses to the 20 interrogatories we served in this case, specifically 21 Topic of Examination No. 15, which is at the bottom 22 of page 8, and the response, which is at the top of 23 page 9. 24 MR. WOOD: These are the topics of 25 examination, not the interrogatory responses;		13 Q. Topic of Examination No. 15 is, 14 "Amalgamated's decision to retain any law firm 15 associated as its counsel in this action." 16 Do you see that? 17 A. Yes. 18 Q. And then, in response, which is on 19 page 9, after the general objections and objections, 20 it provides, "Plaintiff will designate a witness to 21 testify on this topic." 22 Do you see that? 23 A. Yes. 24 Q. And you're the designated witness on 25 this topic; correct?
1 A. Yes. 2 Q. Other than Robbins Geller, did any 3 other law firms approach Amalgamated in connection 4 with potentially representing the bank in this 5 lawsuit? 6 A. I'm not sure. 7 Q. You don't know of any other law firms 8 that approached Amalgamated in connection with 9 potentially representing the bank in this lawsuit? 10 A. I do not know if any other law firms 11 approached Amalgamated Bank outside of Robbins 12 Geller. 13 Q. Did Amalgamated Bank reach out to any 14 other law firms to consider them to serve as counsel 15 for Amalgamated Bank in this lawsuit? 16 MR. WOOD: Objection to form and to 17 the extent it calls for privileged 18 information. 19 But you can answer yes or no if you 20 know. 21 THE WITNESS: I do not know. 22 BY MR. GLENNON: 23 Q. Do you know if Amalgamated Bank 24 considered any other law firm besides Robbins Geller 25 to serve as counsel in this lawsuit?	Page 67	1 A. I do not know. 2 Q. Do you know why you decided to engage 3 Robbins Geller to serve as counsel for Amalgamated 4 in this lawsuit? 5 MR. WOOD: I'll object to the extent 6 it calls for privileged information. 7 You can answer generally. 8 THE WITNESS: Can you just rephrase. 9 I'm sorry. 10 MR. GLENNON: Can I have you repeat 11 the question, please. 12 THE WITNESS: Thank you. 13 (Record read.) 14 THE WITNESS: Just to clarify, Robbins 15 Geller approached us in this lawsuit. But 16 it's a shareholder litigation regarding 17 securities fraud, so it is a lawsuit that 18 Amalgamated Bank will review in order to 19 pursue that litigation with the trust 20 committee. 21 BY MR. GLENNON: 22 Q. You're also represented by the law 23 firm Barrett Johnston Martin & Garrison LLC; is that 24 correct? 25 A. I believe so, although I don't know

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<p>1 the full law firm name. I would have to refer back 2 to a document.</p> <p>3 Q. Do you have an understanding, whether 4 by full name or abbreviated name, who is serving as 5 local counsel for you in the lawsuit for which 6 you're currently testifying?</p> <p>7 A. I believe it's the law firm you just 8 mentioned.</p> <p>9 Q. If I refer to that law firm as Barrett 10 Johnston, is it acceptable if we use that as 11 shorthand for Barrett Johnston Martin & Garrison?</p> <p>12 A. Yes.</p> <p>13 Q. Do you have an understanding of what 14 Barrett Johnston's role is in the case?</p> <p>15 A. That they're just local counsel in 16 Tennessee.</p> <p>17 Q. Do you know how they came to be 18 Amalgamated's local counsel in this lawsuit?</p> <p>19 A. I do not.</p> <p>20 Q. Are you familiar with the arrangement 21 between Amalgamated and Robbins Geller or Barrett 22 Johnston for the payment of attorneys' fees in this 23 case?</p> <p>24 MR. WOOD: Objection to form and to 25 the extent it calls for privileged</p>	<p>1 information. But that's a compound question. 2 MR. GLENNON: I can break it down. 3 BY MR. GLENNON: 4 Q. Are you familiar with the arrangement 5 for the payment of legal fees by Amalgamated to 6 Robbins Geller in connection with this lawsuit?</p> <p>7 A. Broadly, generally, yes, I am 8 familiar.</p> <p>9 Q. Can you provide me with your broad 10 understanding, please.</p> <p>11 A. That that will be determined by the 12 court, any award that's provided to Amalgamated Bank 13 or Robbins Geller.</p> <p>14 Q. Do you know how that award will be 15 determined by the court? Do you have an 16 understanding of how that award will be determined 17 by the court?</p> <p>18 A. No, I do not.</p> <p>19 Q. Do you have an understanding of 20 whether or not it's a contingency fee arrangement 21 with Robbins Geller?</p> <p>22 A. I believe it is a contingency fee with 23 Robbins Geller.</p> <p>24 Q. And is it your understanding that the 25 same arrangement applies with the law firm of</p>
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<p>1 Barrett Johnston?</p> <p>2 A. I do not know. I don't know.</p> <p>3 Q. You don't know one way or another what 4 the fee arrangement is with Barrett Johnston?</p> <p>5 A. I do not know, no.</p> <p>6 Q. At least insofar as Robbins Geller is 7 concerned, you're not paying legal invoices on a 8 monthly or quarterly basis?</p> <p>9 A. No, Amalgamated Bank is not paying 10 Robbins Geller.</p> <p>11 Q. Do you know whether Amalgamated Bank 12 is paying Barrett Johnston on some periodic 13 agreed-upon basis?</p> <p>14 A. Amalgamated Bank is not paying Barrett 15 Johnston.</p> <p>16 Q. So Amalgamated Bank is not paying 17 legal fees in response to periodic invoices with 18 respect to either of the law firms representing 19 Amalgamated Bank in this lawsuit, to your knowledge?</p> <p>20 A. Correct.</p> <p>21 Q. Do you have an understanding of 22 whether or not the legal fees Amalgamated -- or 23 excuse me. Strike that.</p> <p>24 Do you have a general understanding of 25 whether or not the fees paid, for instance, to</p>	<p>1 Robbins Geller would be a percentage of recovery 2 obtained in this litigation, if one were obtained? 3 A. I believe that would be decided by the 4 courts.</p> <p>5 Q. I see.</p> <p>6 You would believe that whether it was 7 a percentage of the recovery would be decided by the 8 courts or what the percentage of the recovery would 9 be decided by the courts?</p> <p>10 A. Broadly speaking, to the best of my 11 knowledge, the courts will decide whether it's a 12 percentage or -- of the award or whatever the dollar 13 amount would be.</p> <p>14 Q. I'm going to refer you back to 15 Defendants' Exhibit 2, the topics of examination and 16 the responses to the topics of examination, 17 specifically Topic of Examination No. 24 and 18 Response to Topic of Examination 24 on page 12. 19 (Reviewing.)</p> <p>20 Q. Ms. Innes, Topic of Examination No. 24 21 provides, "The amount and source of funding for 22 costs, legal fees, disbursements or other expenses 23 expected or anticipated to be incurred by or on 24 behalf of Amalgamated in this action."</p> <p>25 And the response which follows, after</p>

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<p>1 the general objections and objections, the response 2 states, "Subject to and without waiving the 3 foregoing objections, plaintiff will designate a 4 witness on this topic."</p> <p>5 Do you see where I've referred you to?</p> <p>6 A. Yes.</p> <p>7 Q. And, again, you understand that you're 8 the witness that's been designated on this specific 9 topic?</p> <p>10 A. Yes.</p> <p>11 Q. Can you describe for me, generally 12 speaking, what arrangements you have with the law 13 firm Robbins Geller for the payment of costs or 14 expenses or disbursements?</p> <p>15 MR. WOOD: Objection to form.</p> <p>16 THE WITNESS: Generally speaking, 17 Amalgamated Bank is not paying Robbins 18 Geller.</p> <p>19 BY MR. GLENNON:</p> <p>20 Q. And that's true not just for fees, but 21 that's also the expenses, costs and disbursement; is 22 that your understanding?</p> <p>23 A. Yes.</p> <p>24 Q. If I ask you the same two questions 25 regarding the Barrett Johnston firm, would your</p>	<p>1 answer be the same?</p> <p>2 A. Yes.</p> <p>3 Q. Do you have agreements with anybody 4 else regarding the cost, disbursements or expenses 5 incurred in connection with this litigation?</p> <p>6 A. Not to my knowledge, no.</p> <p>7 Q. Do you have an understanding of 8 whether Amalgamated Bank might be obligated to pay 9 various expenses or costs associated with this 10 litigation as the class representative?</p> <p>11 A. Can you just repeat it.</p> <p>12 MR. GLENNON: Sure.</p> <p>13 THE WITNESS: Thank you.</p> <p>14 MR. GLENNON: Can you repeat the question, please.</p> <p>15 (Record read.)</p> <p>16 THE WITNESS: My understanding is 17 Amalgamated Bank does not have to pay any 18 cost in association with this litigation 19 outside of my time.</p> <p>21 BY MR. GLENNON:</p> <p>22 Q. I apologize if I asked this earlier, 23 but can you remind me, does Robbins Geller represent 24 Amalgamated in any other active litigations at the 25 moment?</p>
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<p>1 A. I do not believe so.</p> <p>2 Q. So to the best of your knowledge, 3 Robbins Geller is not representing Amalgamated Bank 4 in any other lawsuits at this time?</p> <p>5 A. To the best of my knowledge, no active 6 litigation.</p> <p>7 Q. Ms. Innes, I'm going to have the court 8 reporter mark as Defendants' Exhibit 4 a pleading 9 filed August 23, 2016, entitled, Complaint for 10 Violations of the Federal Securities Laws.</p> <p>11 (Innes Exhibit D-4, No Bates numbers, 12 Complaint for Violations of the Federal 13 Securities Laws, marked for identification.)</p> <p>14 (Reviewing.)</p> <p>15 BY MR. GLENNON:</p> <p>16 Q. Ms. Innes, I know the document that I 17 put in front of you is lengthy. You can certainly 18 review as much of it as you'd like. I will 19 represent to you, in the event it saves time, that 20 this is the first complaint filed by Nikki Bollinger 21 Grae in this litigation. And the date filed is on 22 the stamp along the bottom of the page.</p> <p>23 Do you see that?</p> <p>24 A. Yes.</p> <p>25 Q. Do you understand that this was the</p>	<p>1 initial complaint filed in the litigation in which 2 you've now been designated as a corporate 3 representative on behalf of Amalgamated?</p> <p>4 MR. WOOD: Objection; beyond the 5 scope.</p> <p>6 THE WITNESS: I'm sorry. Can you 7 repeat the question.</p> <p>8 BY MR. GLENNON:</p> <p>9 Q. Sure.</p> <p>10 A. Thank you.</p> <p>11 (Record read.)</p> <p>12 Q. I can ask the question better. 13 Do you understand that this was the 14 first complaint filed in this litigation?</p> <p>15 MR. WOOD: Objection to scope.</p> <p>16 THE WITNESS: Because you've told me 17 that, yes.</p> <p>18 BY MR. GLENNON:</p> <p>19 Q. Okay. Besides my representation to 20 you, you recognize the caption?</p> <p>21 A. Yes.</p> <p>22 Q. And that's the same caption, of 23 course, as the litigation in which you're testifying 24 today?</p> <p>25 A. Yes.</p>

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<p>1 Q. Quickly, I assume -- strike that. 2 Have you read this complaint before? 3 MR. WOOD: Same objection. 4 THE WITNESS: No, I have not. 5 BY MR. GLENNON: 6 Q. And it's fair to say that you had no 7 involvement in drafting this particular complaint; 8 correct? 9 A. Correct. 10 Q. And you did not review this particular 11 complaint before it was filed; correct? 12 MR. WOOD: Objection; scope. 13 THE WITNESS: Correct. 14 MR. WOOD: Brian, when you say "you," 15 you're asking her personally? 16 MR. GLENNON: Thank you for the 17 clarification. 18 BY MR. GLENNON: 19 Q. You personally or anybody at 20 Amalgamated, to the best of your knowledge. 21 A. To the best of my knowledge, yes, we 22 have not reviewed. 23 MR. GLENNON: Thank you. I appreciate 24 the clarification. 25 THE WITNESS: Thank you.</p>	Page 79	<p>1 BY MR. GLENNON: 2 Q. You can put that aside. 3 I'm going to just direct your 4 attention again, please, to Defendants' Exhibit 2, 5 which is Plaintiff's Objections and Responses to 6 Defendants' Notice of Rule 30(b)(6) Deposition of 7 Lead Plaintiff Amalgamated Bank. 8 And, more specifically, on the Topic 9 of Examination No. 10 and the response on page 7. 10 (Reviewing.) 11 Q. On this particular -- strike that. 12 I'm focused on Topic of Examination 13 No. 10. You'll see, Ms. Innes, it reads, "In 14 addition to the foregoing general objections" -- I'm 15 sorry. Strike that again. 16 Topic of Examination No. 10 provides, 17 "The certification filed on October 24, 2016, in 18 support of the motion for an appointment of 19 Amalgamated as lead plaintiff in this action." 20 And then the response -- after stating 21 the general objections and objections, the response 22 provides, "Plaintiff will designate a witness to 23 testify on this topic." 24 Do you see that? 25 A. Yes.</p>	
<p>1 Q. Again, you understand that you're the 2 witness that has been designated to testify on this 3 topic? 4 A. Yes. 5 Q. Ms. Innes, I'm going to have the court 6 reporter mark as Defendants' Exhibit 5 Exhibit B, 7 which is certification of named plaintiff pursuant 8 to federal securities laws, signed by William Hogan 9 on or about the 18th of October, 2016. 10 (Innes Exhibit D-5, No Bates numbers, 11 Certification of Named Plaintiff Pursuant to 12 Federal Securities Laws signed by William 13 Hogan on or about the 18th of October, 2016, 14 marked for identification.) 15 (Reviewing.) 16 BY MR. GLENNON: 17 Q. Ms. Innes, have you had an opportunity 18 to review what I've marked as Defendants' Exhibit 5? 19 A. Yes. 20 Q. Do you have an understanding of what 21 this document is? 22 A. Yes. 23 Q. And what is that understanding? 24 A. That this is the initial legal 25 document putting forth Amalgamated Bank as the</p>	Page 80	<p>1 plaintiff in this case. 2 Q. Would it be fair to say that this is 3 the certification of Amalgamated Bank which was 4 offered in support of its motion to be appointed 5 lead plaintiff? 6 A. Yes. 7 Q. Have you reviewed this document 8 before? 9 A. Yes. 10 Q. You'll see at the bottom there is a 11 signature on the certification by Mr. William Hogan, 12 senior vice president, investment manager. 13 Do you see that? 14 A. Yes. 15 Q. Do you know Mr. Hogan? 16 A. Yes. 17 Q. And is he, in fact, the senior 18 vice president, investment manager at Amalgamated 19 Bank, or was he at this time? 20 A. Yes. 21 Q. Is he no longer at Amalgamated, or is 22 he working in a different capacity? 23 A. He's working in a different capacity. 24 Q. What is that capacity now, if you 25 know?</p>	

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1 A. He's part of the commercial banking 2 team. 3 Q. Do you know -- other than Mr. Hogan, 4 who signed this certification, do you know who 5 actually was responsible for preparing this 6 document? 7 A. Preparing the written document or the 8 information gathered for this document? 9 Q. Both, please. 10 A. I'm assuming Robbins Geller, it's an 11 assumption, put together the actual document. And 12 there would have been numerous people who -- and 13 departments that put the actual data together. 14 Q. Now, under -- strike that. 15 The certification itself has a list of 16 essentially six items. 17 A. Uh-huh. 18 Q. Do you see that? 19 A. Yes. 20 Q. And you'll see -- and we already 21 discussed the fact that the date of this 22 certification was on or around the 18th day of 23 October 2016. 24 Do you see that? 25 A. Yes.	1 Q. And under Point 1, it says, "Plaintiff 2 has reviewed a complaint and authorized its filing." 3 Do you see that? 4 A. Yes. 5 Q. Do you know what complaint the 6 plaintiff had reviewed and authorized its filing as 7 of this date? 8 A. I would have to review the documents. 9 Q. Which documents would you need to 10 review? 11 A. The documents provided to me by 12 counsel. 13 Q. Okay. Can you be more specific in 14 which document you would need to review in order to 15 understand which complaint plaintiff had reviewed 16 and authorized that's referred to here in this 17 certification which we've marked as Defendants' 18 Exhibit 5? 19 A. I can't be more specific. I received 20 a ton of documents. 21 MR. GLENNON: I'm going to have the 22 court reporter mark as Defendants' Exhibit 6 23 what is -- a pleading that is titled, 24 Consolidated Complaint for the Violation of 25 the Federal Securities Laws filed on
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1 March 13, 2017. 2 (Innes Exhibit D-6, No Bates numbers, 3 Consolidated Complaint for the Violations of 4 the Federal Securities Laws filed on March 5 13, 2017, marked for identification.) 6 (Reviewing.) 7 BY MR. GLENNON: 8 Q. Ms. Innes, I'm not going to ask you to 9 read this entire thing. You can obviously review as 10 much as you would like, but I will refer you to a 11 couple of specific portions of this document. 12 If I could direct you first to page 5, 13 paragraph 20, of Defendants' Exhibit 6. 14 Do you have that in front of you? 15 A. Yes. 16 Q. And paragraph 20 provides, "Plaintiff 17 Amalgamated Bank, as trustee for the LongView 18 Collective Investment Fund ('Plaintiff') as set 19 forth in its certification (Docket No. 40-2 20 incorporated by reference) purchased the stock of 21 CCA during the class period and has been damaged 22 thereby." 23 Do you see that? 24 A. Yes. 25 Q. If you skip ahead to page 68, you'll	1 see, after the jury demand, a signature block for 2 Robbins Geller Rudman & Dowd. 3 Do you see that? 4 A. Yes. 5 Q. And you'll see that it's signed by 6 Mr. Christopher Wood; correct? 7 A. Yes. 8 Q. And Mr. Wood represents Amalgamated 9 and you in connection with this deposition; right? 10 A. Correct. 11 Q. Is it your understanding that this is 12 the amended complaint that Amalgamated filed in this 13 action after being named lead plaintiff? 14 A. Yes. 15 Q. You've reviewed this document before; 16 correct? 17 A. Yes. 18 Q. I will represent to you, as indicated 19 at the bottom of the document itself, again 20 Defendants' Exhibit 6, it lists the case number, the 21 docket number and then it says, "Filed March 13, 22 2017." 23 Do you see that? 24 A. Yes. 25 Q. Do you have any reason to believe that

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<p>1 this document wasn't actually filed on March 13, 2 2017? 3 A. No. 4 Q. Going back to Defendants' Exhibit 5, 5 which is the certification. 6 A. Yes. 7 Q. The certification is dated October 18, 8 2016; correct? 9 A. Correct. 10 Q. Having now viewed Defendants' 11 Exhibit 6 and testified that it is your 12 understanding that that is the complaint that 13 Amalgamated filed after being named lead plaintiff, 14 does that refresh your recollection as to which 15 complaint plaintiff says it reviewed in paragraph 1 16 of the certification? 17 MR. WOOD: Objection to form. 18 THE WITNESS: You would have to ask 19 Will Hogan which complaint he reviewed. I 20 can't -- I do not know. 21 BY MR. GLENNON: 22 Q. And do you know as of this date, 23 again, the date of the certification, October 18, 24 2016, which complaint Mr. Hogan authorized to be 25 filed?</p>	<p>1 MR. WOOD: Objection to form. 2 THE WITNESS: I believe it would be 3 the complaint that was filed. 4 BY MR. GLENNON: 5 Q. The complaint that was filed on 6 March 13, 2017? 7 A. Yes. 8 Q. Is that an assumption, or do you have 9 an independent basis for that testimony? 10 A. That is an assumption. 11 Q. Do you know whether Amalgamated filed 12 another complaint or authorized the filing of 13 another complaint between October 18, 2016, and 14 March 13, 2017? 15 MR. WOOD: Objection to form. 16 And I'm going to caution you not to 17 reveal any privileged information, but you 18 can answer generally if you know. 19 THE WITNESS: I would have to review 20 the documents. 21 BY MR. GLENNON: 22 Q. Which documents would those be? 23 A. Those provided by counsel. 24 Q. Just turning your attention briefly 25 back to Defendants' Exhibit 6, which is the</p>
<p>1 consolidated complaint. 2 A. Yes. 3 Q. Was Amalgamated involved in drafting 4 this complaint? 5 A. I am not sure. 6 Q. Do you know whether anybody at 7 Amalgamated reviewed this complaint before it was 8 filed? 9 A. I believe they did, but I did not 10 specifically ask that question of Will Hogan and 11 counsel. 12 Q. So by "they," you're referring to Will 13 Hogan and counsel? 14 A. I'm not sure. 15 Q. Okay. Just to make sure I understand 16 your testimony, you're not sure whether -- 17 A. It was reviewed by Amalgamated Bank. 18 Q. Before it was filed or at any point? 19 A. Before it was filed. 20 Q. You reviewed Defendants' Exhibit 6 21 prior to this deposition; correct? 22 A. Correct. 23 Q. Ms. Innes, I'm going to refer you back 24 to Defendants' Exhibit 2, which, again, is 25 Plaintiffs' Objections and Responses to Defendants'</p>	<p>1 Notice of Rule 30(b)(6) Deposition of Lead Plaintiff 2 Amalgamated Bank, specifically relating to Topic 11, 3 which is at the bottom of page 7. 4 (Reviewing.) 5 Q. Topic of Examination No. 11 provides, 6 "The motion for class certification and supporting 7 papers filed on June 1, 2018, in this action." 8 The response that follows, after the 9 general objections -- the general objections and 10 objections, concludes with "Plaintiff will designate 11 a witness to testify on this topic." 12 Do you see that? 13 A. Yes. 14 Q. And, again, you understand that you're 15 the witness that has been designated to testify on 16 Topic of Examination No. 11? 17 A. Yes. 18 MR. GLENNON: I'm going to have the 19 court reporter mark as Defendants' Exhibit 7, 20 Declaration of Eleanor Innes in Support of 21 Lead Plaintiff's Motion for Class 22 Certification, Appointment of Class 23 Representative and Appointment of Class 24 Counsel. 25 THE WITNESS: Can I clarify my</p>

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1 response to a prior question?
 2 BY MR. GLENNON:
 3 Q. Sure.
 4 A. As Amalgamated Bank -- I was referring
 5 to myself before, but as Amalgamated Bank, Will
 6 Hogan testified that -- or signed off that he has
 7 reviewed the complaint before Robbins Geller filed
 8 it. So I believe it was reviewed by Amalgamated
 9 Bank.
 10 Q. Let's go back to that certification
 11 for a moment.
 12 A. Thank you.
 13 Q. So we're talking about the
 14 certification which has been marked as Defendants'
 15 Exhibit 5?
 16 A. Correct.
 17 Q. And specifically under Item 1,
 18 "Plaintiff has reviewed a complaint and authorized
 19 its filing"?
 20 A. Correct.
 21 Q. Now, the certification says "a
 22 complaint." Do you know whether or not it is the
 23 complaint that we've marked as Defendants'
 24 Exhibit 6?
 25 A. I believe it to be.

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1 Q. You believe that as of October 18,
 2 2016, you reviewed a pleading that wasn't filed
 3 until March 13, 2017?
 4 A. I cannot be sure, but if -- but if --
 5 it says that Will Hogan reviewed the complaint and
 6 authorized its filing. The complaint that would be
 7 put together by Robbins Geller would have been
 8 reviewed by Amalgamated Bank. So if this is the
 9 complaint filed by Robbins Geller, it would have
 10 been reviewed by Amalgamated Bank prior to filing.
 11 Q. Well, the sentence itself on
 12 Defendants' Exhibit 5 says, "Plaintiff has reviewed
 13 a complaint" --
 14 A. Correct.
 15 Q. -- "and authorized its filing";
 16 correct?
 17 A. Correct.
 18 Q. It's possible that he could have
 19 reviewed a different complaint and authorized its
 20 filing; isn't that right?
 21 MR. WOOD: Objection to form.
 22 THE WITNESS: Correct.
 23 BY MR. GLENNON:
 24 Q. You don't know which complaint he
 25 reviewed and authorized as of October 18, 2016;

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1 correct?
 2 A. Correct.
 3 (Innes Exhibit D-7, No Bates numbers,
 4 Declaration of Eleanor Innes in Support of
 5 Lead Plaintiff's Motion for Class
 6 Certification, Appointment of Class
 7 Representative and Appointment of Class
 8 Counsel, marked for identification.)
 9 BY MR. GLENNON:
 10 Q. Ms. Innes, we were at Exhibit 7, which
 11 was your declaration.
 12 A. Yes.
 13 Q. You're familiar with this document;
 14 correct?
 15 (Reviewing.)
 16 A. Correct.
 17 Q. In fact, you -- that's your signature
 18 on page 2 of this particular exhibit?
 19 A. Correct.
 20 Q. And you signed this declaration on or
 21 about the 1st day of June 2018 under penalty of
 22 perjury; is that right?
 23 A. Correct.
 24 Q. Ms. Innes, can you describe for me
 25 your understanding of Amalgamated's duties as class

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1 representative, please.
 2 A. So Amalgamated Bank duty --
 3 Amalgamated Bank's duties as class representative
 4 would be to maximize recovery for our shareholders
 5 and also monitor our legal counsel.
 6 Q. And directing your attention to
 7 paragraph 4, it provides, "Amalgamated is committed
 8 to continuing to actively direct this litigation and
 9 maximize the recovery for the class. In addition,
 10 Amalgamated, as lead plaintiff and proposed class
 11 representative, understands that it owes fiduciary
 12 duties to all members of the class, to provide fair
 13 and adequate representation and intends to continue
 14 to work with counsel to obtain the maximum recovery
 15 possible for the entire class consistent with good
 16 faith and meritorious advocacy."
 17 Do you see that?
 18 A. Yes.
 19 Q. Is that consistent with your
 20 description of Amalgamated's duties as a
 21 representative plaintiff in this action?
 22 A. Yes.
 23 Q. And how do you define -- "you" being
 24 the person who executed this declaration -- define
 25 the phrase "consistent with good faith and

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<p>1 meritorious advocacy?"</p> <p>2 MR. WOOD: Objection to form.</p> <p>3 THE WITNESS: In -- Amalgamated Bank,</p> <p>4 to the best of our ability, will pursue the</p> <p>5 litigation in order to recover the maximum</p> <p>6 benefit for the shareholders.</p> <p>7 BY MR. GLENNON:</p> <p>8 Q. I was focusing more on how you defined</p> <p>9 the last phrase of paragraph 4.</p> <p>10 "Consistent with good faith and</p> <p>11 meritorious advocacy," how do you define that?</p> <p>12 A. In good faith, doing the best of our</p> <p>13 ability and meritorious advocacy, to get --</p> <p>14 throughout being an advocate, Amalgamated Bank would</p> <p>15 seek to recover the maximum possible recovery.</p> <p>16 Q. What is your understanding of the</p> <p>17 class of persons Amalgamated is seeking to</p> <p>18 represent?</p> <p>19 A. It would be those shareholders who</p> <p>20 purchased the stock during the class action period.</p> <p>21 Q. What is your basis for your belief --</p> <p>22 or Amalgamated's belief, I should say, that it will</p> <p>23 fairly and adequately protect the interests of the</p> <p>24 class members?</p> <p>25 MR. WOOD: Objection to form.</p>	<p>1 THE WITNESS: Amalgamated Bank is</p> <p>2 looking to recover the maximum benefit for</p> <p>3 the shareholders, which, in turn, will</p> <p>4 benefit the class action.</p> <p>5 BY MR. GLENNON:</p> <p>6 Q. Paragraph 6 provides, "Amalgamated</p> <p>7 will not accept any payment for serving as class</p> <p>8 representative beyond its pro rata share of any</p> <p>9 recovery, except for reimbursement of such</p> <p>10 reasonable costs and expenses, including lost wages</p> <p>11 directly relating to the representation of the class</p> <p>12 as ordered or approved by the court."</p> <p>13 Do you see that?</p> <p>14 A. Yes.</p> <p>15 Q. And is that representation accurate?</p> <p>16 A. Yes.</p> <p>17 Q. I believe you testified earlier that</p> <p>18 Amalgamated Bank is not paying costs or expenses in</p> <p>19 connection with this litigation; is that right?</p> <p>20 A. Can you clarify?</p> <p>21 Q. Sure.</p> <p>22 Do you recall earlier when we were --</p> <p>23 when I was asking you questions about the payment</p> <p>24 arrangements between Amalgamated and the two law</p> <p>25 firms?</p>
<p>1 A. Yes.</p> <p>2 Q. And after we were talking about the</p> <p>3 payment of the attorneys' fees, we were talking</p> <p>4 about expenses, costs and disbursements.</p> <p>5 Do you recall that testimony?</p> <p>6 A. Yes.</p> <p>7 Q. And I believe you testified that, to</p> <p>8 the best of your knowledge, Amalgamated was not</p> <p>9 paying any costs, expenses or disbursements in</p> <p>10 connection with this lawsuit; is that correct?</p> <p>11 A. Correct.</p> <p>12 Q. Has anyone from Amalgamated</p> <p>13 communicated with other persons or entities who</p> <p>14 purchased or acquired CoreCivic securities during</p> <p>15 the class period alleged in this lawsuit?</p> <p>16 MR. WOOD: Objection to form.</p> <p>17 THE WITNESS: To the best of my</p> <p>18 knowledge, no.</p> <p>19 BY MR. GLENNON:</p> <p>20 Q. And I believe you testified earlier</p> <p>21 that the other plaintiffs in this lawsuit were other</p> <p>22 investors in CoreCivic during the class period; is</p> <p>23 that correct?</p> <p>24 MR. WOOD: Objection to form and</p> <p>25 misstates prior testimony.</p>	<p>1 MR. GLENNON: I can restate the</p> <p>2 question.</p> <p>3 THE WITNESS: Thank you.</p> <p>4 BY MR. GLENNON:</p> <p>5 Q. Do you have an understanding as to who</p> <p>6 the other plaintiffs that Amalgamated -- the</p> <p>7 other -- strike that.</p> <p>8 Do you have an understanding of who</p> <p>9 the other plaintiffs in this lawsuit are?</p> <p>10 MR. WOOD: Objection to form.</p> <p>11 THE WITNESS: It would be those who</p> <p>12 are part of the class action.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. Who are those that are part of the</p> <p>15 class action?</p> <p>16 A. Those shareholders who have purchased</p> <p>17 the security during the class action period.</p> <p>18 Q. To the best of your knowledge, has</p> <p>19 anyone from Amalgamated communicated to the other</p> <p>20 shareholders who purchased securities during the</p> <p>21 class period?</p> <p>22 MR. WOOD: Objection to form.</p> <p>23 THE WITNESS: No.</p> <p>24 BY MR. GLENNON:</p> <p>25 Q. Ms. Innes, I'm going to have the court</p>

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<p>1 reporter mark as Defendants' Exhibit 8 the 2 Memorandum of Law in Support of Lead Plaintiff's 3 Motion for Class Certification, Appointment of Class 4 Representative and Appointment of Class Counsel. 5 (Innes Exhibit D-8, No Bates numbers, 6 Memorandum of Law in Support of Lead 7 Plaintiff's Motion for Class Certification, 8 Appointment of Class Representative and 9 Appointment of Class Counsel, marked for 10 identification.) 11 (Reviewing.)</p> <p>12 BY MR. GLENNON:</p> <p>13 Q. Ms. Innes, you can obviously feel free 14 to review this as much as possible. I am not 15 going -- I do not intend to ask you any specifics on 16 some discrete area in this brief.</p> <p>17 Do you recognize this document?</p> <p>18 A. Yes.</p> <p>19 Q. And what is your understanding of this 20 document?</p> <p>21 A. That it's our motion for class 22 certification.</p> <p>23 Q. Did Amalgamated review this document 24 prior to the time that it was filed?</p> <p>25 A. I'm not sure.</p>	<p>1 Q. You don't know one way or another 2 whether or not Amalgamated reviewed this particular 3 document prior to the time that it was filed? 4 A. Correct, I'm not sure.</p> <p>5 Q. Do you know whether anybody at 6 Amalgamated was involved in drafting this document? 7 A. I am not aware.</p> <p>8 Q. Ms. Innes, I'm going to direct you 9 back to Exhibit 2 at this point, which is 10 Plaintiffs' Objections and Responses to Defendants' 11 Notice of Rule 30(b)(6) Deposition of Lead 12 Plaintiff, Amalgamated Bank.</p> <p>13 And this time, I'm going to direct you 14 to Topic of Examination No. 19 and the Response to 15 Topic of Examination No. 19 located on the bottom of 16 page 10.</p> <p>17 A. Which page?</p> <p>18 Q. 10.</p> <p>19 A. Thank you.</p> <p>20 Q. Of course.</p> <p>21 (Reviewing.)</p> <p>22 Q. Topic of Examination No. 19 states, 23 "Facts, knowledge and information relating to 24 Amalgamated's prospective participation as a named 25 representative in this -- representative of a class</p>
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<p>1 in this action."</p> <p>2 The Response to Topic of 3 Examination 19 states, "Subject, of course, to the 4 general objections and objections, plaintiff will 5 designate a witness to testify as to what 6 Amalgamated has done, is doing and will do to 7 fulfill its duties as lead plaintiff and as proposed 8 class representative in this action."</p> <p>9 Do you see that?</p> <p>10 A. Yes.</p> <p>11 Q. And, again, you understand that you 12 are the witness that has been designated in Response 13 to Topic of Examination No. 19?</p> <p>14 A. Yes.</p> <p>15 Q. Ms. Innes, can you, in your capacity 16 as Amalgamated's representative in this deposition, 17 describe Amalgamated's responsibilities in managing 18 this class action litigation.</p> <p>19 A. So Amalgamated Bank, with counsel, has 20 reviewed and will pursue to get the maximum recovery 21 for our shareholders in this litigation on behalf 22 the class action.</p> <p>23 Q. And how does Amalgamated Bank pursue 24 the maximum recovery for shareholders in this 25 litigation?</p>	<p>1 A. With counsel, we'll pursue and go 2 through the courts in order to get the maximum 3 recovery for our shareholders.</p> <p>4 Q. Can you be any more specific on what 5 you mean when you say "pursue"?</p> <p>6 A. By proving the fraud and the 7 misleading information by CCA.</p> <p>8 Q. Ms. Innes, is it correct to say that 9 you're not aware of whether Amalgamated has reviewed 10 any specific pleadings prior to them being filed in 11 connection with this lawsuit?</p> <p>12 MR. WOOD: Objection to form.</p> <p>13 THE WITNESS: Can you clarify 14 "pleadings."</p> <p>15 BY MR. GLENNON:</p> <p>16 Q. Anything filed with the court.</p> <p>17 A. It's a very broad topic, so I know 18 that we have reviewed certain documents and -- but 19 I'm not aware of every single document if it has 20 been reviewed.</p> <p>21 Q. Let's go through a list.</p> <p>22 We talked about the consolidated 23 complaint that Amalgamated filed on or about 24 March 13, 2017.</p> <p>25 Do you recall that? That's</p>

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<p>1 Defendants' Exhibit 6 if that's helpful.</p> <p>2 A. Correct.</p> <p>3 Q. Do you know whether Amalgamated</p> <p>4 reviewed this specific pleading before the time it</p> <p>5 was filed?</p> <p>6 A. No, I'm not sure.</p> <p>7 MR. WOOD: Objection to form.</p> <p>8 BY MR. GLENNON:</p> <p>9 Q. Then we talked about plaintiff's</p> <p>10 motion to be appointed lead plaintiff in this case.</p> <p>11 Do you recall that testimony?</p> <p>12 MR. WOOD: Objection to form.</p> <p>13 THE WITNESS: Yes.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. You know, that plaintiff, in fact,</p> <p>16 moved to be -- strike that.</p> <p>17 And you know that, in fact,</p> <p>18 Amalgamated moved to be named lead plaintiff;</p> <p>19 correct?</p> <p>20 A. Correct.</p> <p>21 Q. And we talked about the certification</p> <p>22 that accompanied plaintiff's motion to be appointed</p> <p>23 lead plaintiff.</p> <p>24 Do you recall that testimony?</p> <p>25 A. Yes.</p>	<p>1 Q. Do you know whether anybody at</p> <p>2 Amalgamated reviewed and approved the application to</p> <p>3 be named lead plaintiff in this --</p> <p>4 MR. WOOD: Objection --</p> <p>5 BY MR. GLENNON:</p> <p>6 Q. -- litigation?</p> <p>7 MR. WOOD: Objection to form.</p> <p>8 THE WITNESS: I'm not sure.</p> <p>9 BY MR. GLENNON:</p> <p>10 Q. And then most recently we were talking</p> <p>11 about Defendants' Exhibit 8. This is the Memorandum</p> <p>12 of Law in Support of Lead Plaintiff's Motion for</p> <p>13 Class Certification, Appointment of Class</p> <p>14 Representative and Appointment of Lead Counsel.</p> <p>15 Do you see that?</p> <p>16 A. I'm sorry. Which exhibit?</p> <p>17 Q. That's Defendants' Exhibit 8.</p> <p>18 A. 8. Correct.</p> <p>19 Q. Is it fair to say that you don't know</p> <p>20 whether anybody at Amalgamated Bank reviewed and</p> <p>21 approved this filing prior to the time when it was</p> <p>22 filed on or about June 1, 2018?</p> <p>23 MR. WOOD: Objection to form.</p> <p>24 THE WITNESS: Correct.</p> <p>25</p>
<p>1 BY MR. GLENNON:</p> <p>2 Q. Do you know, without discussing the</p> <p>3 content of these discussions, whether anybody at</p> <p>4 Amalgamated participates in strategy discussions</p> <p>5 with outside counsel surrounding the pursuit of this</p> <p>6 lawsuit?</p> <p>7 MR. WOOD: You can answer that</p> <p>8 question if you can without revealing any</p> <p>9 privileged information with counsel.</p> <p>10 THE WITNESS: Amalgamated Bank is in</p> <p>11 constant communication with our lawyers, and</p> <p>12 I am not privy to all the conversations that</p> <p>13 happen with them.</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. That's perfectly acceptable.</p> <p>16 When you say "constant communication,"</p> <p>17 how much communication are we talking about?</p> <p>18 A. I believe it's regularly. I believe</p> <p>19 from -- from -- what I know, it's on a weekly to</p> <p>20 biweekly --</p> <p>21 Q. A weekly to biweekly basis?</p> <p>22 A. Generally, broadly speaking. I don't</p> <p>23 want to seem like it's scheduled, but it's a regular</p> <p>24 communication.</p> <p>25 Q. And your best understanding of that is</p>	<p>1 it's a weekly or biweekly communication?</p> <p>2 A. I won't put that on the record. I</p> <p>3 apologize. Strike it. But it's on a regular basis.</p> <p>4 Q. Do you know how regular the</p> <p>5 communications are between Amalgamated and outside</p> <p>6 counsel, again, without getting into the content of</p> <p>7 those communications?</p> <p>8 MR. WOOD: Objection to form.</p> <p>9 THE WITNESS: Can you just repeat</p> <p>10 that. I'm sorry.</p> <p>11 BY MR. GLENNON:</p> <p>12 Q. Sure.</p> <p>13 MR. GLENNON: Can you repeat that.</p> <p>14 (Record read.)</p> <p>15 THE WITNESS: Right. I've been told</p> <p>16 by legal counsel that it's on a regular</p> <p>17 basis.</p> <p>18 BY MR. GLENNON:</p> <p>19 Q. But beyond that, you don't know how</p> <p>20 regular?</p> <p>21 A. Correct.</p> <p>22 Q. You don't know whether it's weekly,</p> <p>23 biweekly, monthly?</p> <p>24 A. No. I misspoke.</p> <p>25 Q. So you don't know.</p>

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1 A. I was told that it's on a regular 2 basis.		1 communications at Amalgamated Bank with outside 2 counsel?
3 Q. Okay. Just to clarify, but you don't 4 know specifically what "regular basis" means in this 5 context?		3 A. It would be our legal team.
6 MR. WOOD: Objection to form.		4 Q. But you yourself have never been on 5 one of those communications?
7 MR. GLENNON: I can ask it more 8 specifically. Sorry.		6 A. And myself.
9 BY MR. GLENNON:		7 Q. You have been on those communications?
10 Q. You don't have information to say with 11 more specificity what "regular basis" means in this 12 context?		8 A. We have been in communication with our 9 legal counsel on a regular basis. I have been part 10 of -- they're not scheduled. And I have been part 11 of conference calls and meetings, and there have 12 been conference calls and meetings without me with 13 our legal counsel.
13 MR. WOOD: Objection to form.		14 Q. Do you know how many times Amalgamated 15 has communicated with outside counsel since 16 Amalgamated moved to become lead plaintiff in March 17 of 2014 [sic], just the number of times?
14 THE WITNESS: Correct.		18 MR. WOOD: Objection to form.
15 BY MR. GLENNON:		19 This is not a memory test, Brian.
16 Q. Again, without revealing the content 17 of those discussions, do you know who is responsible 18 for having those regular discussions with outside 19 counsel?		20 THE WITNESS: Can you rephrase -- can 21 you just repeat back the question. (Record read.)
20 MR. WOOD: Objection to form.		23 MR. GLENNON: And, I'm sorry, let me 24 just correct that. It was March of 2017.
21 THE WITNESS: "Responsible" is -- can 22 you rephrase the question.		25 THE WITNESS: Thank you.
23 BY MR. GLENNON:		
24 Q. Yes, I can.		
25 Do you know who is having those		
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1 MR. WOOD: Same objection.		1 (Innes Exhibit D-9, No Bates numbers,
2 THE WITNESS: I do not know.		2 Plaintiff Amalgamated Bank's Responses and
3 Can we take a break?		3 Objections to Defendant CoreCivic Inc.'s
4 MR. GLENNON: Sure.		4 First Set of Requests for Production of
5 THE VIDEOGRAPHER: The time is		5 Documents to Plaintiff, marked for
6 approximately 11:40 a.m. We're going off the		6 identification.) (Reviewing.)
7 record.		7 BY MR. GLENNON:
8 (Recess from the record.)		9 Q. Ms. Innes, do you recognize this
9 THE VIDEOGRAPHER: We are back on the		10 document?
10 record. This is DVD No. 3. The time is		11 A. Yes.
11 approximately 11:57 a.m.		12 Q. Have you seen it before?
12 BY MR. GLENNON:		13 A. Yes.
13 Q. Ms. Innes, thank you for being here		14 Q. And you're aware that this is
14 again.		15 Amalgamated's responses and objections to
15 You understand that you're still		16 CoreCivic's requests for production of documents?
16 testifying under oath?		17 A. Yes.
17 A. Yes.		18 Q. Do you know what Amalgamated did in
18 Q. Ms. Innes, I'm going to have the court		19 order to respond and produce documents that were
19 reporter mark as Defendants' Exhibit 9 Plaintiff		20 responsive to this request?
20 Amalgamated Bank's Responses and Objections to		21 MR. WOOD: I'll just instruct you not
21 Defendant CoreCivic, Inc.'s First Set of Requests		22 to reveal any privileged communications with
22 for Production of Documents to Plaintiff.		23 counsel, but if you want to talk about
23 You don't have it yet. It's coming to		24 generally, it's okay.
24 you.		25 THE WITNESS: It's a very broad
25		

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<p>1 question with what Amalgamated Bank did in 2 putting together this response, but it would 3 be on the advice of legal counsel. 4 BY MR. GLENNON: 5 Q. Without getting into legal counsel's 6 advice, did Amalgamated search for documents that 7 were requested in Exhibit 9?</p> <p>8 MR. WOOD: Objection; beyond the 9 scope.</p> <p>10 THE WITNESS: Those that were 11 requested by legal counsel, yes.</p> <p>12 BY MR. GLENNON:</p> <p>13 Q. Those documents?</p> <p>14 A. That would have been requested by 15 Robbins Geller, yes.</p> <p>16 Q. Okay. Do you -- again, we'll need to 17 be careful here because I don't want you to disclose 18 communications from counsel.</p> <p>19 But it's your understanding that a 20 request came to go and locate documents responsive 21 to this production?</p> <p>22 MR. WOOD: Objection; scope.</p> <p>23 BY MR. GLENNON:</p> <p>24 Q. Responsive to this request, I should 25 say.</p>	<p>1 A. We produced documents in response to 2 requests, yes.</p> <p>3 Q. And how precisely did Amalgamated go 4 about identifying the documents and producing the 5 documents that are responsive to CoreCivic's 6 document request?</p> <p>7 MR. WOOD: Objection to scope and 8 form.</p> <p>9 And if you can answer that without 10 revealing privileged communications with 11 counsel, you can do so.</p> <p>12 THE WITNESS: Can you just clarify 13 what you're looking for?</p> <p>14 BY MR. GLENNON:</p> <p>15 Q. Sure.</p> <p>16 Do you know whether Amalgamated 17 produced documents in response to this request?</p> <p>18 A. I know that Amalgamated produced 19 documents in response to many requests.</p> <p>20 Q. I'll represent to you that this is our 21 first request for production of documents and that, 22 since serving this, we have not served any 23 additional requests for documents on Amalgamated. 24 So this would be the request for documents that 25 CoreCivic served on Amalgamated.</p>
<p>1 With that understanding, is it your 2 testimony that Amalgamated produced documents 3 responsive to these requests?</p> <p>4 MR. WOOD: Objection to form and 5 scope.</p> <p>6 THE WITNESS: Yes, I believe 7 Amalgamated produced documents in response to 8 this request.</p> <p>9 BY MR. GLENNON:</p> <p>10 Q. And who at Amalgamated was responsible 11 for identifying and producing those documents?</p> <p>12 MR. WOOD: Objection to form and 13 scope.</p> <p>14 THE WITNESS: In conjunction with 15 outside counsel, our legal counsel would be 16 responsible for reviewing and producing those 17 documents.</p> <p>18 BY MR. GLENNON:</p> <p>19 Q. Understood, but do you know who at 20 Amalgamated -- strike that.</p> <p>21 I'm assuming somebody at Amalgamated 22 has to go and look through its files or its computer 23 programs or its corporate repositories to locate 24 documents that it's going to produce; is that right?</p> <p>25 A. Correct.</p>	<p>1 Q. Okay. Who did that?</p> <p>2 A. Depending on what the request was, it 3 could be part of our operations team or part of our 4 IT team. So I can't -- that's why I'm broadly 5 answering it.</p> <p>6 Q. Okay. Is it fair to say that you 7 don't know who specifically at Amalgamated was 8 responsible for going and identifying the documents 9 to produce in response to these requests for 10 production?</p> <p>11 MR. WOOD: Objection to form and 12 scope.</p> <p>13 THE WITNESS: So legal counsel would 14 identify what documents and then ask the 15 appropriate person at Amalgamated Bank to 16 retrieve those documents.</p> <p>17 BY MR. GLENNON:</p> <p>18 Q. Totally understood.</p> <p>19 My question to you is, who at 20 Amalgamated Bank, on the receiving end of that 21 direction, went out and identified and collected the 22 documents that are responsive to this request?</p> <p>23 MR. WOOD: Same objections.</p> <p>24 THE WITNESS: Again, it would be -- it 25 would be numerous people.</p>

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<p>1 BY MR. GLENNON:</p> <p>2 Q. But can you identify anyone</p> <p>3 specifically?</p> <p>4 MR. WOOD: Same objections.</p> <p>5 THE WITNESS: Without a specific</p> <p>6 example, no.</p> <p>7 BY MR. GLENNON:</p> <p>8 Q. Well, in any of these requests, do you</p> <p>9 know of any individual who participated in going out</p> <p>10 and collecting documents responsive to these</p> <p>11 requests?</p> <p>12 MR. WOOD: Same objections.</p> <p>13 THE WITNESS: Yes, I know of a couple</p> <p>14 people who participate -- who gathered</p> <p>15 documents, but I'm not aware of everyone who</p> <p>16 gathered documents.</p> <p>17 BY MR. GLENNON:</p> <p>18 Q. That's fine.</p> <p>19 Who do you know that participated in</p> <p>20 gathering documents in response to these requests?</p> <p>21 MR. WOOD: Same objections.</p> <p>22 THE WITNESS: O'Neil Martin, who is</p> <p>23 head of our fund accounting unit in the</p> <p>24 operations department, would have helped in</p> <p>25 getting these documents.</p>	<p>1 We have people in our client-servicing</p> <p>2 area who would have helped in producing</p> <p>3 certain documents and also our compliance</p> <p>4 officer who would have helped, in addition to</p> <p>5 many others.</p> <p>6 So not having -- that is a very broad</p> <p>7 response. I am not aware of every single</p> <p>8 person who got documents for this case.</p> <p>9 BY MR. GLENNON:</p> <p>10 Q. That's fair.</p> <p>11 With respect to O'Neil Martin and the</p> <p>12 individuals in the client-servicing area and the</p> <p>13 compliance officer, is your testimony based on</p> <p>14 personal knowledge that they participated in</p> <p>15 responding to this request, or is your testimony</p> <p>16 based on pattern or practice and a general</p> <p>17 understanding of how Amalgamated operates generally?</p> <p>18 MR. WOOD: Objection to form and</p> <p>19 scope.</p> <p>20 THE WITNESS: Both.</p> <p>21 BY MR. GLENNON:</p> <p>22 Q. Okay. So you know that the</p> <p>23 individuals that I just identified, in fact,</p> <p>24 participated in the collection and production of the</p> <p>25 documents responsive to this request?</p>
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<p>1 MR. WOOD: Same objections.</p> <p>2 THE WITNESS: I know specifically</p> <p>3 O'Neil Martin participated and -- in addition</p> <p>4 to -- then broadly speaking, in general for</p> <p>5 these types of requests, the other</p> <p>6 individuals who may have been asked.</p> <p>7 BY MR. GLENNON:</p> <p>8 Q. Okay. And do you have an</p> <p>9 understanding as to the volume of documents that</p> <p>10 Amalgamated produced in response to these requests?</p> <p>11 MR. WOOD: Same objections.</p> <p>12 THE WITNESS: Do I have an</p> <p>13 understanding. I do not know exactly the</p> <p>14 volume that was produced, but I can imagine</p> <p>15 it was probably a significant amount.</p> <p>16 BY MR. GLENNON:</p> <p>17 Q. Is that speculation?</p> <p>18 A. That is speculation.</p> <p>19 Q. Are you aware of any documents that</p> <p>20 are responsive to these requests that have not been</p> <p>21 produced?</p> <p>22 MR. WOOD: Objection to the form and</p> <p>23 scope.</p> <p>24 THE WITNESS: No.</p> <p>25</p>	<p>1 BY MR. GLENNON:</p> <p>2 Q. Ms. Innes, I'm going to bring you back</p> <p>3 to Defendants' Exhibit 2 again, the Plaintiffs'</p> <p>4 Objections and Responses to Defendants' Notice of</p> <p>5 Rule 30(b)(6) Deposition of Lead Plaintiff,</p> <p>6 Amalgamated Bank.</p> <p>7 This time I will be focusing you on</p> <p>8 Topic of Examination 17, which starts at the bottom</p> <p>9 of page 9. Response comes over to page 10.</p> <p>10 Topic of Examination No. 17 provides,</p> <p>11 "The basis for your claims in this action that</p> <p>12 CoreCivic or the individual defendants violated the</p> <p>13 federal securities laws."</p> <p>14 The response at the top of page 10,</p> <p>15 following the general objections and objections,</p> <p>16 provides, "Plaintiff will designate a witness to</p> <p>17 testify solely as to the general basis of the claims</p> <p>18 articulated in the complaint."</p> <p>19 Do you see that?</p> <p>20 A. Yes.</p> <p>21 Q. And you understand that you're the</p> <p>22 witness that has been designated to testify on Topic</p> <p>23 of Examination 17?</p> <p>24 A. Yes.</p> <p>25 Q. Prior to filing this lawsuit,</p>

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<p>1 actually -- strike that.</p> <p>2 Do you know if Amalgamated has any</p> <p>3 banking or other business relationships with</p> <p>4 CoreCivic?</p> <p>5 A. I am not aware.</p> <p>6 Q. Prior to filing this lawsuit, have you</p> <p>7 ever heard of CoreCivic or its predecessor named</p> <p>8 Corrections Corporation of America?</p> <p>9 A. Yes, I've heard of the name.</p> <p>10 Q. You heard the name in the ordinary</p> <p>11 course of business or just generally in discussions</p> <p>12 or --</p> <p>13 A. As an index fund manager and as an</p> <p>14 analyst, I have heard of the company before.</p> <p>15 Q. Were you aware that Amalgamated held</p> <p>16 stock in CoreCivic on behalf of its clients?</p> <p>17 A. Yes.</p> <p>18 Q. What is your understanding of the</p> <p>19 allegations that Amalgamated is asserting against</p> <p>20 CoreCivic in this litigation?</p> <p>21 MR. WOOD: Objection to form.</p> <p>22 THE WITNESS: That CCA purposely</p> <p>23 misled and defrauded its shareholders with</p> <p>24 its statements regarding the quality and cost</p> <p>25 savings that the correctional facilities were</p>	Page 118	
<p>1 Department of Justice memorandum and the</p> <p>2 Yates memorandum that was issued in 2016 on</p> <p>3 the state of the private prison companies.</p> <p>4 BY MR. GLENNON:</p> <p>5 Q. And how did that memorandum inform</p> <p>6 your belief that the statements alleged in the</p> <p>7 complaint are, in fact, false or misleading?</p> <p>8 MR. WOOD: Objection to form.</p> <p>9 THE WITNESS: It pointed to the fraud</p> <p>10 and the misleading statements by CCA</p> <p>11 management in reference to their correctional</p> <p>12 facilities.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. So your testimony is that the</p> <p>15 Department of Justice memorandum that was issued in</p> <p>16 2016 pointed to the fraud and misleading statements</p> <p>17 by CCA management?</p> <p>18 MR. WOOD: Objection to form.</p> <p>19 THE WITNESS: It's a very broad</p> <p>20 question, but it is my understanding that</p> <p>21 with the reports that were put out by the DOJ</p> <p>22 and the Yates memorandum publicly, it was</p> <p>23 reported that statements made by CCA</p> <p>24 throughout the class action period were false</p> <p>25 and misleading.</p>	<p>1 providing to its clients.</p> <p>2 BY MR. GLENNON:</p> <p>3 Q. And those are the false statements</p> <p>4 that are alleged in the complaint?</p> <p>5 A. Correct.</p> <p>6 Q. Are you aware -- strike that.</p> <p>7 Are any of the -- as you sit here</p> <p>8 today, do you believe that any of the alleged false</p> <p>9 statements asserted in the complaint are, in fact,</p> <p>10 not false or misleading?</p> <p>11 MR. WOOD: Objection to form.</p> <p>12 THE WITNESS: No.</p> <p>13 BY MR. GLENNON:</p> <p>14 Q. As you sit here today, are you aware</p> <p>15 of any false or misleading statements made by CCA,</p> <p>16 or CoreCivic, that are not asserted in the</p> <p>17 complaint?</p> <p>18 MR. WOOD: Objection to form.</p> <p>19 THE WITNESS: No.</p> <p>20 BY MR. GLENNON:</p> <p>21 Q. And what is your basis for saying that</p> <p>22 the alleged false or misleading statements asserted</p> <p>23 in the complaint are, in fact, false or misleading?</p> <p>24 MR. WOOD: Objection to form.</p> <p>25 THE WITNESS: This is based on the</p>	
<p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	Page 119	<p>1</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>

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1 CCA's management team was putting out there. 2 BY MR. GLENNON: 3 Q. I see. 4 And my question for you is that -- did 5 the DOJ or the Yates memorandum, as you're 6 describing them -- 7 A. Yes. 8 Q. -- did they specifically say that CCA 9 had been making false or misleading statements? 10 MR. WOOD: Objection to form. 11 THE WITNESS: No, it did not 12 specifically say that there were false or 13 misleading statements by CCA. 14 BY MR. GLENNON: 15 Q. Okay. So your testimony is that DOJ 16 and the Yates memorandum -- how did the DOJ and the 17 Yates memorandum result in your view that 18 CoreCivic's, or CCA's, statements during the class 19 period were false? 20 MR. WOOD: Objection to form. 21 THE WITNESS: In the DOJ and the Yates 22 memorandum, it specifically stated that 23 private prisons were -- the quality versus 24 the Bureau of Prisons was not better, nor was 25 there significant cost savings in the	1 services they were providing, which is in 2 direct contradiction to statements made by 3 senior management of CCA throughout the class 4 action period. 5 BY MR. GLENNON: 6 Q. You're familiar with the fact that 7 there's more than one private prison contractor; 8 correct? 9 A. Correct. 10 Q. And did the Yates memorandum identify 11 CCA, or CoreCivic, specifically? 12 MR. WOOD: Objection to form. 13 THE WITNESS: I don't recall. I think 14 the Yates memorandum specifically cited CCA. 15 BY MR. GLENNON: 16 Q. Is CCA the only private -- is it your 17 belief that CCA is the only private corrections 18 organization that engaged in -- or that made false 19 and misleading statements during the class period? 20 MR. WOOD: Objection to form. 21 THE WITNESS: It is my belief that CCA 22 is the worst of the private prison companies. 23 BY MR. GLENNON: 24 Q. And what's that belief based on? 25 A. Partially conversations with general
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1 counsel and outside counsel. 2 Q. So you can't reveal to me the basis of 3 your testimony that you believe CCA is the worst 4 without disclosing privileged communications? 5 A. I believe it was in one of the -- 6 either the Department of Justice or the Yates 7 memorandum. 8 Q. That stated that CCA was the worst of 9 the private prison -- 10 A. Not in those specific terms, but that 11 it had, I believe, more of the significant and more 12 numerous violations. 13 Q. Who are the other private prison 14 contractors? 15 MR. WOOD: Objection to scope. 16 THE WITNESS: I believe that's the Geo 17 Group, and also there's another private -- 18 not public, private prison's corp., but the 19 name escapes me. 20 BY MR. GLENNON: 21 Q. Do you know whether the Geo Group or 22 this other private prison entity, whose name you 23 can't presently recall, were also included in what 24 you've described as the DOJ memo and the Yates memo? 25 A. I can't recall which one, whether it	1 was the Yates memorandum or the DOJ memorandum, 2 where they actually named CCA, but I believe the Geo 3 Group was also named. 4 Q. Do you have a belief as you sit here 5 today as to whether or not the Geo Group engaged in 6 making false statements during the period of time 7 leading up between the DOJ memorandum and the Yates 8 memorandum? 9 MR. WOOD: Objection to form; calls 10 for a legal conclusion. 11 THE WITNESS: I'm not sure. I've not 12 reviewed that. 13 BY MR. GLENNON: 14 Q. Now, you had said that -- if I 15 understand, that the DOJ memorandum and the Yates 16 memorandum had statements contained in there that 17 you believe demonstrated that statements during the 18 class period that CoreCivic made were false; is that 19 correct? 20 A. Correct. 21 Q. So, in other words, the -- your basis 22 for saying the class period statements are false 23 are, in fact, the DOJ memorandum and the Yates 24 memorandum? 25 MR. WOOD: Objection to the form;

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1 calls for a legal conclusion and misstates 2 prior testimony. 3 THE WITNESS: Can you restate the 4 question. 5 MR. GLENNON: Can you repeat the 6 question for me, please. 7 (Record read.) 8 MR. WOOD: Same objections. 9 THE WITNESS: In -- in addition to 10 other -- those were the two -- that was the 11 public catalyst -- strike that. I'm sorry. 12 But that -- yes, those are the two 13 that as part of -- that led Amalgamated To 14 believe that there are false and misleading 15 statements by CCA. 16 BY MR. GLENNON: 17 Q. You understand that you accused CCA, 18 or CoreCivic, and the individual defendants not just 19 of making false statements, but of engaging in 20 securities fraud; correct? 21 MR. WOOD: Objection to form. 22 THE WITNESS: Correct. 23 BY MR. GLENNON: 24 Q. It is your belief, as you sit here 25 today, that the individual defendants, that would be	1 the CEO, two CFOs and the chief corrections officer, 2 intended to defraud CoreCivic's shareholders? 3 MR. WOOD: Objection to form; calls 4 for a legal conclusion. 5 THE WITNESS: Correct. 6 BY MR. GLENNON: 7 Q. You understand there's a difference 8 between saying something that's incorrect and 9 outright lying about it; right? 10 MR. WOOD: Objection to form. 11 THE WITNESS: Correct. 12 BY MR. GLENNON: 13 Q. And you're accusing in this lawsuit my 14 clients of intentionally lying; correct? 15 MR. WOOD: Objection to form; calls 16 for a legal conclusion. 17 THE WITNESS: I believe your client's 18 purposely misled and said false and 19 misleading statements. 20 BY MR. GLENNON: 21 Q. And what is your basis for that 22 belief? 23 MR. WOOD: Objection to form; calls 24 for a legal conclusion. 25 And I would also caution you not to	
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1 reveal any communications with counsel, but 2 if you can answer that without revealing 3 those communications, you can. 4 THE WITNESS: The false and misleading 5 statements that your clients have made during 6 the class action period, based on the 7 information such as the Bureau of Prison 8 reports and the notices that were filed in -- 9 showing that CCA had lower quality facilities 10 and there were not substantial cost savings 11 from their services, is the basis for why we 12 are pursuing litigation against CCA and why 13 we believe that there are intentional false 14 and misleading statements by the company in 15 addition to the Department of Justice and the 16 Yates memorandum. 17 BY MR. GLENNON: 18 Q. Just to wrap this up, Ms. Innes, you 19 understand you're testifying on behalf of 20 Amalgamated; correct? 21 A. Yes. 22 Q. And Amalgamated is the lead plaintiff 23 in this case; correct? 24 A. Yes. 25 Q. And you've been designated to testify	1 on the topic of the basis for your claims in this 2 action that CoreCivic or the individual defendants 3 violated the securities laws; correct? 4 MR. WOOD: Objection to form. 5 THE WITNESS: Yes. 6 BY MR. GLENNON: 7 Q. And it's your testimony that the basis 8 for your assertion that my clients lied was based on 9 DOP and DOJ reports that came out somewhere near the 10 end of the class period -- 11 MR. WOOD: Objection to form -- 12 BY MR. GLENNON: 13 Q. -- is that correct? 14 MR. WOOD: Objection to form; asked 15 and answered, calls for a legal conclusion. 16 And if you can answer without 17 revealing privileged information -- 18 MR. GLENNON: Let me just respond to 19 that objection, if I could. 20 She's designated on behalf of the lead 21 plaintiff for the basis for your claims that 22 the individual defendants violated the 23 federal securities laws. I'm not asking for 24 a legal conclusion. I certainly don't want 25 privileged information.	

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<p>1 But I am entitled to understand the 2 basis for Amalgamated's views that my client 3 lied. 4 BY MR. GLENNON: 5 Q. And so my question is -- 6 MR. WOOD: Before you ask your 7 question, so we keep the record clear, I'm 8 going to respond to your response, which is 9 that our response to Topic of Examination 10 No. 17 says that the basis for plaintiffs' 11 claims is fully set forth in the complaint in 12 this action. 13 And as you know, Brian, the court 14 issued a long order upholding that complaint 15 describing the basis for the claims and why 16 it was sufficient to state a claim under the 17 PSLRA. 18 She has answered in detail about what 19 the complaint is about, which is set forth in 20 the complaint. 21 So you can ask her anything you want, 22 but we have already responded to this in 23 writing, the court's upheld the complaint, 24 and she's testified about what this case is 25 about.</p>	<p>1 So you can keep asking your questions. 2 I'm going to make the same objections. 3 MR. GLENNON: That's fine. You can 4 make it a standing objection if you'd like. 5 I'm just trying to get at a very narrow 6 issue. 7 MR. WOOD: You're not. You're getting 8 at the entire case, which is set forth in a 9 long complaint, which we briefed and the 10 court upheld. 11 MR. GLENNON: Let me ask it then as 12 succinctly as I possibly can. 13 BY MR. GLENNON: 14 Q. As the designee for Amalgamated on 15 this issue, which is the basis of the claims that 16 you have brought against my clients, what is your 17 basis, what is your understanding as to why you 18 think my clients intentionally lied? 19 MR. WOOD: Same objections. Objection 20 to form; calls for a legal conclusion, asked 21 and answered. 22 And if you can answer the question 23 without revealing privileged information, you 24 can do so. 25 THE WITNESS: Can you just rephrase</p>
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<p>1 the question. 2 MR. GLENNON: Let me have the court 3 reporter repeat the question. 4 THE WITNESS: Thank you. 5 (Record read.) 6 MR. WOOD: Same objections. 7 THE WITNESS: I feel like the 8 question's been asked and answered. 9 Throughout the period, four CCA executives 10 had made false and misleading statements. 11 And this is based on various reports that we 12 have been provided and discussions with legal 13 counsel. 14 As to the specifics, I just refer to 15 the Yates memorandum and the DOJ as specific 16 public reports that contradicted or had 17 additional information regarding CCA's -- 18 regarding CCA and the private prisons and 19 their institutions and how they're run and 20 the quality versus the cost savings. 21 MR. GLENNON: Can we go off the record 22 just for one moment. 23 THE VIDEOGRAPHER: The time is 24 approximately 12:32 p.m. and we're going off 25 the record.</p>	<p>1 (Recess from the record.) 2 THE VIDEOGRAPHER: We are back on the 3 record. The time is approximately 12:40 p.m. 4 MR. WHITWORTH: I'll note for the 5 record that Brian Glennon has left of the 6 deposition to attend to another matter. 7 EXAMINATION 8 BY MR. WHITWORTH: 9 Q. Ms. Innes, my name is Morgan 10 Whitworth. I introduced myself briefly before, but 11 I'm another one of the lawyers representing the 12 defendants. And I'm going to ask you a few 13 questions about Amalgamated's background and 14 investment process. 15 A. Okay. 16 Q. First, is Amalgamated a publicly 17 listed company? 18 A. No. 19 Q. So it's privately held? 20 A. Yes. 21 Q. Who are the major shareholders of 22 Amalgamated? 23 A. Amalgamated Bank is primarily owned by 24 unions. 25 Q. Any union in particular?</p>

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1	A. It's not coming to mind right now.	1	union has any seats on Amalgamated's board?
2	Q. Does the Workers United union ring a	2	A. Yes, I believe the union does.
3	bell?	3	Q. Do you know if WL Ross & Co. has a
4	A. I believe so. That's one of them.	4	seat on Amalgamated's board?
5	There's been many restructurings, so I couldn't	5	A. Yes.
6	remember the name.	6	Q. Approximately what are Amalgamated's
7	Q. Are you familiar with an institutional	7	assets under management?
8	investor called WL Ross & Co.?	8	A. So the trust department's or
9	A. Yes.	9	investment management division assets under
10	Q. Is that another shareholder of	10	management is approximately \$11 billion as of
11	Amalgamated?	11	quarter end.
12	A. Yes.	12	Q. And what percentage of those assets
13	Q. Are you familiar with Amalgamated's	13	are managed on behalf of, if you know, individuals?
14	corporate governance structure?	14	A. Small percentage, if any. So this is
15	A. Yes.	15	Amalgamated Bank trust department, not Amalgamated
16	Q. Does Amalgamated have a board of	16	Bank the retail side.
17	directors?	17	Q. So on whose behalf are those assets
18	A. Yes.	18	managed?
19	Q. Does the Workers United union control	19	MR. WOOD: Objection to form.
20	a majority of the board?	20	THE WITNESS: Primarily pension funds
21	MR. WOOD: Objection.	21	of Taft-Hartley or unions and public funds.
22	BY MR. WHITWORTH:	22	BY MR. WHITWORTH:
23	Q. If you know.	23	Q. Does Amalgamated invest its own money,
24	A. I'm not sure.	24	meaning for its own account?
25	Q. Do you know if the Workers United	25	A. No, we do not.
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1	Q. Is the same true for employees?	1	Amalgamated Bank, socially
2	MR. WOOD: Objection to form.	2	responsible. We try to do good. We try to invest
3	THE WITNESS: Can you rephrase the	3	for good. We try to help those who are working with
4	question.	4	ESG factors and corporate governance factors. And
5	BY MR. WHITWORTH:	5	we also try to -- we were founded on the premise of
6	Q. Sure.	6	helping the underbanked, those that the larger banks
7	So outside of their participation in	7	have overlooked.
8	any pension plan or Taft-Hartley plan, can	8	Q. You mentioned, "ESG factors." What
9	Amalgamated employees invest their own money	9	does that mean?
10	alongside customers?	10	A. So environmental, social and
11	A. No, we cannot.	11	governance factors; companies that have better
12	Q. Now, if you could turn back to your	12	environmental practices, have social programs, and
13	declaration in this matter, which is Exhibit 7.	13	have better corporate governance.
14	If you could look in the first	14	Q. Does your conception of being a
15	paragraph, four lines down, do you see where it	15	socially responsible bank affect your investment
16	says, "Amalgamated is a socially responsible bank"?	16	decisions on behalf of your customers?
17	A. Yes.	17	A. No, they do not.
18	Q. What does that mean?	18	Q. So in what way do you act on your
19	A. Amalgamated Bank has a mission to be	19	conception of social responsibility?
20	the preeminent bank of progressive organizations.	20	A. So Amalgamated Bank as a socially
21	And the socially responsible bank is that we try to	21	responsible bank, that is the retail commercial
22	do better. We're a bank that tries to help our	22	side. Amalgamated Bank, the trust department, which
23	undocumented -- undocumented -- try to help the	23	is where I work in, as an ERISA fiduciary, we have
24	underbank-- I'm sorry -- I'm sorry. I was	24	to do what's in the best interests of our clients.
25	interrupted.	25	And although we'll take into

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<p>1 certain -- certain of our investment strategies will 2 take into some ESG components, it's not the 3 overriding factor in how we invest. There has to be 4 a financial thesis behind our investments versus 5 just investing for good.</p> <p>6 Q. Does your conception of being socially 7 responsible affect your decisions to bring 8 litigation?</p> <p>9 A. Not all litigation, but we do take 10 into account those practices that we value as a 11 socially responsible bank and having better 12 corporate governance for our firms and, therefore, 13 our clients' money. So we do take that into account 14 when pursuing litigation.</p> <p>15 Q. I'll move to your investment strategy. 16 Could you describe the governance of 17 the LongView funds?</p> <p>18 A. Can you clarify "governance." 19 Q. Sure. 20 So you testified earlier about a trust 21 committee. Does that trust committee oversee the 22 LongView funds? 23 A. Yes. 24 Q. And does the trust committee actively 25 manage the LongView funds?</p>	<p>1 A. No. 2 Q. Who actively manages them? 3 A. So the investment management division 4 of Amalgamated Bank manages those assets. Just to 5 clarify, some of our assets are not actively 6 managed, they're passively managed. So I just want 7 to get away from the active management. 8 But the investment management division 9 is responsible for the investments, with the 10 oversight of the trust committee.</p> <p>11 Q. So in the same way that a company 12 might have corporate officers who direct the 13 day-to-day strategy of the company and a board? Is 14 that sort of the similar construct?</p> <p>15 A. I believe so, yes.</p> <p>16 Q. So you brought up the difference 17 between actively versus passively managed funds.</p> <p>18 Does Amalgamated offer actively 19 managed funds?</p> <p>20 A. Yes, we do.</p> <p>21 Q. And passively managed funds?</p> <p>22 A. Yes.</p> <p>23 Q. Would you -- are passively managed 24 funds the same as index funds?</p> <p>25 A. Broadly speaking, yes.</p>
<p>1 Q. Does Amalgamated offer any alternative 2 investment funds, for example, private equity hedge 3 funds, currencies?</p> <p>4 A. Yes. We do offer some broadly 5 termed -- depending on what your definition of 6 "alternative" is, yes, we do have some alternative 7 offerings.</p> <p>8 Q. So how would you define "alternative"?</p> <p>9 A. So in this case, we have a LongView 10 private equity fund that is closed, so no additional 11 assets are invested. We have a workforce housing 12 fund, which is not your general equity or fixed 13 income investments; it's loans in addition to real 14 estate. And we also have the LongView ultra real 15 estate fund.</p> <p>16 Q. Do you have any funds that you would 17 characterize as quantitative funds?</p> <p>18 A. Yes.</p> <p>19 Q. How would you define a quantitative 20 fund?</p> <p>21 A. Well, our quantitative funds use an 22 algorithm and also a quantitative model in order to 23 invest the assets.</p> <p>24 Q. Would you say that is separate and 25 apart from the passive and active funds?</p>	<p>Page 139</p> <p>1 A. We consider those active. 2 Q. Okay. So I want to focus just on -- 3 set aside the alternative funds and just focus on 4 the active funds, including the quantitative funds, 5 and the passive funds.</p> <p>6 Are there restrictions or limitations 7 in the policies of those funds, for example, 8 shorting stocks?</p> <p>9 MR. WOOD: Objection to form.</p> <p>10 THE WITNESS: Generally speaking, we 11 are not allowed to short stocks in our quant 12 funds and our index funds.</p> <p>13 BY MR. WHITWORTH:</p> <p>14 Q. For each of those funds -- I'm taking 15 them one by one to make it easier, starting with the 16 actively managed funds -- does Amalgamated -- does 17 Amalgamated manage its own active funds?</p> <p>18 A. No, we do not.</p> <p>19 Q. So Amalgamated relies on external 20 advisors for its active funds?</p> <p>21 A. We have a subadvisor for our active 22 funds.</p> <p>23 Q. Is the subadvisor -- is the subadvisor 24 a separate company from Amalgamated?</p> <p>25 A. Yes.</p>

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<p style="text-align: right;">Page 141</p> <p>1 Q. Does Amalgamated have subadvisors for 2 index funds? 3 A. Yes. 4 Q. Does Amalgamated manage its own index 5 funds? 6 A. Yes. 7 Q. So you have both? 8 A. Yes. 9 Q. Does Amalgamated manage its own quant 10 funds? 11 A. No, we have a subadvisor on our quant 12 funds. 13 Q. For the funds that Amalgamated manages 14 on its own, which I believe are just the passive 15 funds, how do you decide -- "you" being 16 Amalgamated -- which companies to invest in? 17 MR. WOOD: Objection to form. 18 THE WITNESS: To clarify, for -- we 19 have numerous index funds. And we do have a 20 subadvisor on some of them and some of them 21 are internally managed. Broadly speaking, 22 the -- can you just repeat that question. I 23 got caught up. 24 BY MR. WHITWORTH: 25 Q. Sure.</p>	<p style="text-align: right;">Page 142</p> <p>1 So focusing specifically on the 2 internally managed funds, how does Amalgamated 3 decide what to invest in? 4 MR. WOOD: Objection to form. 5 THE WITNESS: So depending on the 6 strategy of the underlying index, we will 7 invest in those securities held in the 8 specific index that the fund is trying to 9 reproduce. 10 BY MR. WHITWORTH: 11 Q. Does Amalgamated make those decisions 12 automatically, for lack of a better word, or is 13 there a person at the controls deciding how to 14 balance the fund to match the index? 15 A. So I manage the internally -- I'm the 16 portfolio manager for the internally managed index 17 funds, and I will decide how to weight the 18 securities based on the benchmark that I'm trying to 19 reproduce. 20 Q. Could you describe that process a 21 little bit. 22 What factors influence how you decide 23 to weight the securities based on the benchmark 24 you're trying to reproduce? 25 A. So the fund will hold those securities</p>
<p style="text-align: right;">Page 143</p> <p>1 in a given index or benchmark in the exact same 2 weight of the benchmark. So we will buy and sell 3 securities based on the index weightings, based on 4 changes made by the underlying index, based on 5 corporate actions that happen in the stocks that are 6 held within that index, based on cash flows received 7 from income on that index in the fund, and based on 8 cash flows received from subscriptions and 9 redemptions within the fund. 10 Q. But the overarching goal is to match 11 the index, not to match any particular exact 12 composition of companies in the index? 13 A. Yes. 14 Q. When deciding how to weight the 15 securities and build out that fund, do you consider 16 analyst reports? 17 A. No, we do not, on the index funds. 18 Q. Do you receive analyst 19 reports -- strike that. 20 In your role as portfolio manager, do 21 you consider analyst reports even if they don't 22 affect the trading in the fund? 23 MR. WOOD: Objection to form. 24 THE WITNESS: No, I do not. 25</p>	<p style="text-align: right;">Page 144</p> <p>1 BY MR. WHITWORTH: 2 Q. Do you participate in company 3 conference calls for companies that you hold in that 4 fund? 5 A. In my capacity as portfolio for 6 Amalgamated Bank, no, I do not. 7 Q. And in making those decisions on how 8 to balance the fund, do you consider portfolio 9 companies' public statements? 10 A. No, I do not. 11 Q. I want to switch gears a little bit 12 and go to the externally managed funds. 13 How many subadvisors do you have? 14 A. Sorry. 15 Q. Ballpark is fine. 16 A. About four. 17 Q. Four. Okay. 18 And how did you select those 19 subadvisors, "you" being Amalgamated? 20 A. Well, they go through -- the 21 investment management division will go through a 22 rigorous process of choosing candidates to be a 23 subadvisor and then present that to the trust 24 committee, where the trust committee will decide on 25 what subadvisor to use.</p>

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<p>1 Q. Could you describe some of the 2 criteria that flow in that rigorous process? 3 A. So part of it is length of the 4 investment team, length of the investment history or 5 track record of a portfolio manager, assets under 6 management, also how they stack up to peer 7 comparisons in their peer universe of other 8 investment managers who are managing the money the 9 same way, the culture of the firm, that type of 10 thing.</p> <p>11 Q. Do you do that diligence on 12 subadvisors in-house or do you rely on any external 13 data provider or evaluator or anything like that? 14 A. No, we do that in-house.</p> <p>15 Q. Do you monitor the performance of 16 those subadvisors? 17 A. Yes, we do.</p> <p>18 Q. How do you do that? 19 A. We have a trust investment committee, 20 which is part of the investment management division, 21 that will review performance and reporting from our 22 subadvisors on a monthly basis.</p> <p>23 Q. Do you communicate with your 24 subadvisors other than on the monthly basis for the 25 reporting?</p>	Page 145	<p>1 A. If required, yes. 2 Q. When would it be required? 3 A. If there's a question that comes up 4 that we need to speak to the subadvisor about. If 5 there's an issue with the day-to-day performance, 6 we'll give them a call. If there's a large cash 7 flow from a client, we'll speak to them. If there's 8 some unusual activity or something that happens in 9 the market, we might get on the phone to discuss it.</p> <p>10 Q. So other than the regular monthly 11 reports and when issues crop up like you just 12 described, do you communicate with your subadvisors? 13 A. I do, to see how they are.</p> <p>14 Q. Do you ever call them just to take 15 their temperature on the market or a particular 16 stock? 17 A. Not regularly, no.</p> <p>18 Q. Do you or anyone at Amalgamated who is 19 tasked with overseeing the subadvisors have the 20 authority to overrule or otherwise change a 21 subadvisor's investment decision? 22 A. Yes. As trustee of the LongView fund, 23 Amalgamated Bank has the ability to direct the 24 subadvisor.</p> <p>25 Q. Can you think of an example of when</p>	Page 146
<p>1 that's happened? 2 A. There have been times when we're 3 pursuing shareholder litigation and we may hold a 4 certain amount of shares in order to continue the 5 litigation.</p> <p>6 Q. And other than yourself, are there 7 other Amalgamated officers or employees who are 8 responsible for the LongView fund? 9 MR. WOOD: Objection to form. 10 THE WITNESS: Yes. 11 BY MR. WHITWORTH: 12 Q. Who are they? 13 A. Well, in the investment management 14 division, you have myself and Kimani Oliviera, who 15 is our fixed income portfolio manager. I'll spell 16 his name. It's K-I-M-A-N-I, Kimani. Oliviera is 17 his last name. O-L-I-E-V-E-R-A [sic]. He's our 18 fixed income portfolio manager. 19 Jim Lingberg, who's the chief trust 20 officer, has oversight. He's our direct boss. 21 And then ultimately the trust 22 committee of the investment management division.</p> <p>23 Q. Moving to your specific transactions 24 in CoreCivic stock, are the LongView family of funds 25 the only Amalgamated funds that owned CoreCivic</p>	Page 147	<p>1 stock during the class period? 2 A. Can you just repeat the question. I'm 3 sorry. Thank you. 4 (Record read.) 5 A. Yes, they're the only Amalgamated 6 funds that would own the stock.</p> <p>7 Q. Could you please turn back to 8 Exhibit 3. Those are -- these are the plaintiff's 9 responses to CoreCivic's interrogatories. 10 I'll direct your attention to page 5, 11 which is plaintiff's Response to Interrogatory 12 No. 3, and it carries over on to page 6. 13 (Reviewing.) 14 Q. Do you see where plaintiff responded 15 "Certain of its funds that purchased and/or sold 16 CoreCivic securities are subadvised by Quantitative 17 Management Associates LLC ('QMA')? 18 A. Yes. 19 Q. What is QMA? 20 A. Quantitative Management Associates is 21 an investment advisor out in Newark, New Jersey. 22 They are a subadvisor on the quantitative funds and 23 some of our index funds.</p> <p>24 Q. So it advises both quantitative funds 25 and the passive index funds?</p>	Page 148

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1 A. Not all of the passive index funds. 2 Q. I see. 3 Did QMA make any decisions regarding 4 transactions in CoreCivic securities? 5 A. Yes. 6 Q. And do you see later in that 7 paragraph, where it says, "Plaintiff's primary 8 contact at QMA is Eileen Pinto"? 9 A. No. 10 Q. What is Eileen Pinto's role at QMA? 11 A. She is our relationship manager. 12 Q. Does she make investment decisions on 13 behalf of Amalgamated? 14 A. No, she does not. 15 Q. Do you know who makes investment 16 decisions on behalf of Amalgamated at QMA? 17 MR. WOOD: Objection to form. 18 THE WITNESS: It would be their -- for 19 the index funds, there is an index fund team. 20 And for the quant funds, there is a quant 21 team, investment management team. 22 BY MR. WHITWORTH: 23 Q. Okay. I want to focus a little bit on 24 the quant side of QMA's advisory services. 25 Do you know what information is	1 accounted for in the algorithm that the quant fund 2 uses? 3 MR. WOOD: Objection to form. 4 BY MR. WHITWORTH: 5 Q. Let me back up. 6 Are you -- how does the quant fund 7 make investment decisions? 8 Well, broadly, the quant fund will -- 9 has an investment universe. And they will rank 10 those stocks based on different growth and value 11 characteristics in addition to fundamental 12 characteristics, such as corporate governance, the 13 quality and diversity of a company's board, public 14 filings, news headlines, conference call 15 information. 16 They use certain characteristics like 17 price to book, PE ratios, growth ratios. And then 18 those are -- those stocks are ranked by the quant 19 model and a portfolio is created based on other 20 parameters, such as a stock can't be plus or minus 21 1 percent over its benchmark weight, certain sector 22 weights are taken into account, liquidity measures 23 are taken into account, so the stock can easily be 24 traded. But that's very broad. 25 Q. So you'll have to bear with me. I'm
1 just a lawyer here, not an investment manager. If I 2 could ask you just a couple of follow-up questions 3 based on that. 4 So when you say the quant fund will 5 rank stocks based on those factors, does that mean 6 they create a program or an algorithm to account for 7 those factors? 8 A. Yes, that's what the quant model will 9 do. It will take all those factors into account -- 10 all those data points into account to create factors 11 that they then create a portfolio. 12 Q. How does the quant model account for a 13 company's public filings? 14 A. So there are certain -- what they do 15 is they'll take a public filing and they will screen 16 scrape it, they call, or go through a transcript for 17 positive/negative words in order to rank a company 18 based on what they've said in their filings and 19 their conference calls. 20 Q. So what kind of stuff might that pick 21 up on? 22 A. That might pick up on, you know, if a 23 company's optimistic or if they've increased their 24 revenue projections or their earnings estimates or 25 if there's been any type of litigation brought	1 against them. Or if there are news headlines that 2 are positive/negative for a company, it will pick up 3 those signals. 4 Q. And just to clarify, there's not a 5 person reading those statements; it's just a model 6 that sort of -- 7 A. Yes, that is my understanding. 8 Q. Does Amalgamated have any input into 9 designing the model? 10 A. No, we do not. 11 Q. Do you know how the model accounts for 12 news headlines? 13 A. Just very broadly. 14 Q. Is it sort of the same way? 15 A. Meaning? 16 Q. The same way it accounts for public 17 statements of the company and conference calls? 18 A. Yes. A news headline gets a 19 positive/negative ranking. 20 Q. Does it evaluate the statement or the 21 news headline any further than positive or negative? 22 A. Not that I know of. 23 Q. So it doesn't evaluate it based on 24 degree, for instance, like degree of positivity or 25 negativity?

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1 A. No.		1 securities that Amalgamated held either managed	
2 Q. So it's possible that a company could		2 by -- managed internally or managed by a subadvisor	
3 say, we've had slow growth at one of our factories,		3 or held in quant funds?	
4 and that might be accounted for in the same way as a		4 A. No, I do not.	
5 company restating its earnings?		5 Q. So I want to ask you about a few	
6 MR. WOOD: Objection to form.		6 specific transactions in CoreCivic stock, but not	
7 THE WITNESS: I'm not sure.		7 too much on that.	
8 BY MR. WHITWORTH:		8 First of all, did Amalgamated ever	
9 Q. And I apologize if you said this and I		9 purchase any CoreCivic security in order to	
10 missed it, but when the model gets new input from,		10 participate in this or any other lawsuit?	
11 say, a public statement or a news headline or some		11 A. No.	
12 other indicator that it considers, will it make a		12 Q. Did Amalgamated ever purchase any	
13 trade based on that information automatically, or		13 CoreCivic security at the direction of an attorney?	
14 will some person see what the model says and they go		14 A. No.	
15 make a trade?		15 Q. So if you could look back, please, at	
16 A. I believe it's a combination of the		16 Exhibit 5. And I note before we looked at the	
17 two.		17 certification, but now I want to look at Schedule A.	
18 Q. Okay. Do you know -- can you describe		18 Do you recall this document was filed	
19 how that process works.		19 in connection with Amalgamated's motion to be	
20 A. Broadly speaking, so the model will		20 appointed as lead plaintiff?	
21 indicate to buy or sell a security, and then the		21 A. Yes.	
22 team will decide on how to implement that trade.		22 Q. Do you recognize Schedule A?	
23 It's not an automatic process.		23 A. Yes.	
24 Q. Do you know, ballpark is fine, what		24 Q. Could you describe it.	
25 percentage of the securities -- the CoreCivic		25 A. It has the buys and sells or	
	Page 155		Page 156
1 acquisitions and sales of the CCA's stock during the		1 prices listed in this document?	
2 class action period, I believe.		2 A. No.	
3 Q. Do you know who prepared it?		3 Q. I know it's not obvious based on this	
4 A. It was O'Neil Martin of our fund		4 document, but is it possible to determine which of	
5 accounting group.		5 these trades were made by quantitative funds?	
6 Q. And do you know how it was prepared?		6 A. No, based on this information.	
7 A. No.		7 Q. I'm sorry. I -- putting aside this	
8 Q. Do you think it was based on some		8 document for one second --	
9 computer-generated data report?		9 A. I'm sorry.	
10 A. I'm sure it came from our accounting		10 Q. -- is it possible -- does Amalgamated	
11 system.		11 have accounting data or software that would make --	
12 Q. Do you know whether this schedule		12 be able to tell us whether a particular trade was	
13 accounts for all transactions in CoreCivic		13 made by a particular Amalgamated fund?	
14 securities by any of the Amalgamated funds that held		14 A. Yes.	
15 them?		15 Q. To your knowledge, were any of the	
16 A. I believe so, yes.		16 transactions listed here made for any reason other	
17 Q. So there are no transactions in		17 than to track an index or pursuant to a quantitative	
18 CoreCivic securities during the class period that		18 model?	
19 are not listed in this document?		19 A. No.	
20 A. That were done in the Amalgamated Bank		20 Q. Do you know whether any of the	
21 LongView funds --		21 CoreCivic transactions were short sales?	
22 Q. Yes.		22 A. None would be short sales.	
23 A. -- correct.		23 Q. You testified earlier that the quant	
24 Q. And do you have any reason to doubt		24 fund is permitted to engage in short selling; is	
25 the accuracy of any of the dates, quantities or		25 that correct?	

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1 MR. WOOD: Objection to form. 2 THE WITNESS: No, they're not allowed 3 to short sell. 4 BY MR. WHITWORTH: 5 Q. Which Amalgamated funds are allowed to 6 short sell? 7 A. None. So if I misspoke -- none of our 8 funds are allowed to sell stock short. 9 Q. Do your funds engage in option 10 trading? 11 A. No. 12 Q. So none of these CoreCivic trades 13 would have been pursuant to option contracts? 14 A. No. 15 Q. If you look on the last page, the 16 bottom left of this document, do you see it says, 17 "Opening position of 38,479 shares"? 18 A. Yes. 19 Q. What does that refer to? 20 A. I'm speculating, but I believe that 21 would be the opening -- amount of shares we owned on 22 the start date of when we requested transactions. 23 Q. Okay. Do you see -- I guess we'd call 24 them Footnotes A, B and D -- A saying "Shares that 25 were received in"; B, "Shares that were delivered	1 out"; and D, "Stock dividend." 2 What are shares that are received in? 3 What does that refer to? 4 A. Shares that were received in -- I'm 5 speculating because I don't know what happened on 6 each date, but these could be due to a portfolio 7 transition. So if we have a client who would like 8 to transition their portfolio into one of our funds, 9 we'll do a stock transition into the fund versus 10 buying or selling. 11 Same thing that -- at times we have a 12 client that wants to pull their -- pull their 13 investment from the fund, so we may deliver out 14 stock for those purposes. They want it in stock, 15 not cash. That's one -- I can't think of another 16 reason why shares would be received or delivered -- 17 received in or delivered out. 18 It could be due to a corporate action. 19 If there was a restructuring or a stock split, 20 they'll show up as shares received in and the old 21 shares delivered out. 22 On the stock dividend, 23 self-explanatory. 24 Q. Okay. So looking back at the opening 25 position, you testified that you thought, but it
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1 would be speculation, that these shares would have 2 predated -- would have been purchased prior to the 3 date on which you requested this report? 4 A. Yes. 5 Q. I take it you don't know what date 6 these shares were purchased? 7 A. No. Personally, no. 8 Q. Do you know when Amalgamated -- any 9 Amalgamated fund first purchased CoreCivic 10 securities? 11 A. Off the top of my head, no. 12 Q. So you don't know what information you 13 or any subadvisor might have relied on in purchasing 14 these 38,479 shares? 15 MR. WOOD: Objection to form. 16 THE WITNESS: I do not know now, no, 17 but it would be in conjunction with the 18 investment strategy of the fund. 19 BY MR. WHITWORTH: 20 Q. Do you know whether any of these 21 38,479 shares were purchased or held in what you 22 termed an actively managed fund? 23 A. They may have been held in the 24 LongView quantitative funds. 25 Q. What about a non-quantitative actively	1 managed fund? 2 A. We don't have any. 3 Q. Are you alleging any claims against 4 CoreCivic in connection with these 38,479 shares? 5 MR. WOOD: Objection to form. 6 THE WITNESS: No, it would be during 7 the class action period. 8 BY MR. WHITWORTH: 9 Q. Your claims would be limited to the 10 class action period, is that what you -- 11 A. Yes. 12 Q. So if you look back at the first page 13 of this Schedule A, it looks like the first purchase 14 occurred on March 29, 2012; is that correct? 15 A. Yes. 16 Q. First purchase listed on this report, 17 I should clarify. 18 A. Yes. 19 Q. Do you know why Amalgamated or its 20 subadvisor decided to purchase CoreCivic stock at 21 that date? 22 A. No. 23 Q. And I know we ran through a lot of the 24 information that your funds and your subadvisors 25 might consider in connection with investments, but

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1 just to quickly do that with the same -- in 2 connection with purchasing CoreCivic stock or 3 selling CoreCivic stock, would your advisors 4 consider -- let me break this up -- would your 5 passively managed funds consider public filings in 6 connection with CoreCivic stock transactions? 7 A. No. 8 Q. Would your passively managed funds 9 consider analyst reports in connection with 10 CoreCivic stock transactions? 11 A. No. 12 Q. Public statements by the company? 13 A. No. 14 MR. WOOD: Objection to form. 15 BY MR. WHITWORTH: 16 Q. Would your quantitative funds consider 17 public filings by CoreCivic in connection with 18 CoreCivic stock transactions? 19 A. They could, yes. 20 Q. And that would be as input to the 21 quantitative model; correct? 22 A. Yes. 23 Q. And the same thing for analyst 24 reports? 25 A. Yes, if they're public information.	1 Q. Did you ever correspond with anyone at 2 QMA specifically regarding CoreCivic securities? 3 A. No. 4 Q. Do you know whether anyone at 5 Amalgamated who is responsible for corresponding 6 with Eileen Pinto or QMA would have considered -- or 7 would have discussed CoreCivic securities? 8 A. No. 9 Q. So if you look at the end of the list 10 of CoreCivic purchases, is the last purchase in this 11 report July 29th, 2016? 12 A. Yes. 13 Q. Do you know whether CoreCivic -- or 14 excuse me -- whether any Amalgamated fund purchased 15 CoreCivic securities after this date? 16 A. I do not know. 17 Q. Do you know whether Amalgamated or any 18 Amalgamated fund purchased CoreCivic securities 19 after the end of the class period? 20 A. I don't know. 21 Q. Just for the record, that's August 17, 22 2016. 23 You don't know after that date? 24 A. Not off the top of my head, no. 25 Q. You testified earlier that Amalgamated
1 will sometimes instruct its subadvisors to hold 2 shares of companies they are pursuing litigation 3 against. 4 Do you recall that? 5 A. Correct. 6 Q. Do you know if that happened in this 7 situation? 8 A. It has not. 9 Q. I asked you several questions about 10 the types of information Amalgamated or its 11 subadvisors might consider in connection with buying 12 CoreCivic stock. 13 Would those same answers apply to 14 decisions to sell CoreCivic stock? 15 A. Yes. 16 Q. And based on this document, you 17 couldn't tell me what factors influenced any 18 particular purchase or sale; correct? 19 A. On this document, no. 20 Q. Take a look -- I promise this is the 21 last specific transaction. 22 On May 10, 2013, it looks like 23 Amalgamated sold 30,500 shares of CoreCivic. 24 A. Yes. 25 Q. At a price of \$38.68?	1 A. Yes. 2 Q. Do you know why Amalgamated sold 3 30,500 shares of CoreCivic stock on that date? 4 A. No. 5 Q. If you could just briefly scan the 6 quantities sold. 7 Does this May 10 sale stand out for 8 being particularly large? 9 A. It's the largest during this time 10 period. 11 Q. So the last date on this document 12 showing CoreCivic stock sales is June 28, 2016. 13 Do you know if there were any sales of 14 CoreCivic stock after that date? 15 A. No. 16 Q. And this Schedule A lists all 17 transactions that occurred during the class period; 18 correct? 19 A. Yes. 20 Q. So if the class period went until 21 August 17, 2016, and the last date of a CoreCivic 22 sale is June 28, 2016, is it fair to say that there 23 were no sales between June 28 and August 17, 2016? 24 A. Based on this document, yes. 25 Q. Do you recall earlier testifying about

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1 the alleged corrective disclosures in this case?	1 Losses.
2 A. Can you clarify.	2 BY MR. WHITWORTH:
3 Q. Sure.	3 Q. And if you look at the footer, this
4 The OIG report and the Yates	4 Document, 40-3, filed October 24, 2016.
5 memorandum, do you remember those terms?	5 (Innes Exhibit D-10, No Bates numbers,
6 A. Yes.	6 Movant's Purchases and Losses, marked for
7 Q. I'll represent to you that the OIG	7 identification.)
8 report was released on August 11, 2016.	8 (Reviewing.)
9 A. Okay.	9 BY MR. WHITWORTH:
10 Q. Were there any CoreCivic stock sales	10 Q. Do you recall October 24th as the date
11 between August 11, 2016, and the end of the class	11 that Amalgamated moved to be appointed as lead
12 period?	12 plaintiff in this action?
13 A. I don't know. If it's -- I don't	13 A. Yes.
14 know.	14 Q. So this document was submitted in
15 Q. Based on this document, are there any?	15 connection with that motion?
16 A. Yeah, based on this document, there	16 MR. WOOD: Objection to form.
17 are not.	17 THE WITNESS: I would have to check
18 Q. Do you know how much CoreCivic stock	18 the documents just to be certain.
19 the Amalgamated funds hold today?	19 BY MR. WHITWORTH:
20 A. No, I do not.	20 Q. That's fine.
21 Q. I want to talk a little bit about your	21 MR. WOOD: There's another page on the
22 allegation of damages in this case.	22 back, too.
23 MR. WHITWORTH: I'm going to mark this	23 THE WITNESS: Oh.
24 as Defendants' Exhibit 10. This is a	24 BY MR. WHITWORTH:
25 document titled Movant's Purchases and	25 Q. So I apologize for the way this
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1 printed out, but does it look like a record of all	1 the question and caution you not to reveal
2 shares purchased is on the left half of the page	2 privileged information, but you can answer
3 running across pages 2, 3 and 4, and then shares	3 the question.
4 sold on the right half of the page, both ordered by	4 I'll also object to the extent it
5 date?	5 calls for a legal conclusion.
6 A. Yes.	6 THE WITNESS: It is my understanding
7 Q. Do you see the very last column on the	7 that this is one of the methods in providing
8 right that says, "Total gain or," in parentheses,	8 a gain/loss analysis during the class action
9 "(loss)"?	9 period.
10 A. Yes.	10 BY MR. WHITWORTH:
11 Q. It looks like there's nothing in that	11 Q. If you could look back at Exhibit 8.
12 column until the very last page, all the way at the	12 Do you still have that in front of you?
13 bottom, under the row "Movant's total."	13 Specifically page 4.
14 Do you see that?	14 For reference, Exhibit 8 is
15 A. Yes.	15 Amalgamated's Memorandum of Law in Support of Lead
16 Q. What does this document report as the	16 Plaintiff's Motion for Class Certification,
17 total gain or loss?	17 Appointment of Class Representative, and Appointment
18 A. \$1,218,651.21.	18 of Counsel, filed June 1, 2018.
19 Q. Does that appear to be a gain or a	19 In the middle of page 4, do you see
20 loss?	20 where it says, "Amalgamated Bank acquired almost
21 A. That is a loss.	21 159,000 shares of CCA common stock during the class
22 Q. Is that Amalgamated's best estimate of	22 period and suffered over 1.2 million in damages as a
23 its losses as a result of the allegations in the	23 result of the violations of the federal securities
24 complaint?	24 laws as alleged herein"?
25 MR. WOOD: I'll object to the form of	25 A. Yes.

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<p>1 Q. And it cites ECF No. 40-3?</p> <p>2 A. Yes.</p> <p>3 Q. If you could look back at the document</p> <p>4 we just marked as Exhibit 10.</p> <p>5 Is that ECF -- or is there a footer on</p> <p>6 the bottom that says, "Document 40-3"?</p> <p>7 A. Yes.</p> <p>8 Q. And I believe you just testified that</p> <p>9 this document shows a loss of \$1,218,651.21?</p> <p>10 A. Yes.</p> <p>11 Q. And that's roughly the same as</p> <p>12 1.2 million in damages?</p> <p>13 MR. WOOD: Objection to form.</p> <p>14 THE WITNESS: Yes.</p> <p>15 BY MR. WHITWORTH:</p> <p>16 Q. Still on Exhibit 10, do you see, on</p> <p>17 page 3, on the right, where the right side column</p> <p>18 ends, below the last date, it says, "Held 71,866</p> <p>19 shares," and then a price and then a total proceeds?</p> <p>20 A. Yes.</p> <p>21 Q. What does "Held" mean?</p> <p>22 A. I believe those would be the</p> <p>23 additional shares that were held and not bought and</p> <p>24 sold during the time period.</p> <p>25 Q. And that would be after the last</p>	Page 171	<p>1 transaction above?</p> <p>2 A. Yes.</p> <p>3 Q. Do you still have Exhibit 4 in front</p> <p>4 of you?</p> <p>5 Do you see a date stamped on the</p> <p>6 bottom of that document?</p> <p>7 A. Yes.</p> <p>8 Q. What is that date that it was filed?</p> <p>9 A. August 23, 2016.</p> <p>10 Q. Why would Amalgamated continue to hold</p> <p>11 71,886 shares approximately a month and a half after</p> <p>12 a complaint for securities fraud was filed against</p> <p>13 CoreCivic?</p> <p>14 MR. WOOD: Objection to form.</p> <p>15 THE WITNESS: The funds that hold</p> <p>16 CoreCivic are primarily index funds, and they</p> <p>17 are required to hold all the securities that</p> <p>18 are in its benchmark.</p> <p>19 BY MR. WHITWORTH:</p> <p>20 Q. So those index funds did not make any</p> <p>21 trades based on the information alleged in this</p> <p>22 complaint dated August 23, 2016?</p> <p>23 MR. WOOD: Objection to form; calls</p> <p>24 for a legal conclusion.</p> <p>25 THE WITNESS: Not that I know of, no.</p>
<p>1 BY MR. WHITWORTH:</p> <p>2 Q. You just testified that these index</p> <p>3 funds are required to hold the securities that are</p> <p>4 in their benchmark.</p> <p>5 Per their -- per the requirements of</p> <p>6 these index funds, could they have made trades just</p> <p>7 because a complaint was filed against the company of</p> <p>8 the stock?</p> <p>9 MR. WOOD: Objection to form; calls</p> <p>10 for speculation and legal conclusion.</p> <p>11 THE WITNESS: No, the investment</p> <p>12 strategy would not buy or sell based on the</p> <p>13 filing.</p> <p>14 BY MR. WHITWORTH:</p> <p>15 Q. Would the same be true if CoreCivic</p> <p>16 had announced particularly good news during the</p> <p>17 class period?</p> <p>18 MR. WOOD: Objection to form.</p> <p>19 THE WITNESS: For the index funds,</p> <p>20 yes.</p> <p>21 BY MR. WHITWORTH:</p> <p>22 Q. Last thing.</p> <p>23 Were any securities purchased or sold</p> <p>24 by Amalgamated funds that were considered -- that</p> <p>25 you would consider a hedge for CoreCivic stock?</p>	Page 172	<p>1 A. No.</p> <p>2 Q. Were the funds that invested in</p> <p>3 CoreCivic stock permitted to hedge what we'll call</p> <p>4 long positions?</p> <p>5 A. No.</p> <p>6 Q. Okay.</p> <p>7 (Discussion off the record.)</p> <p>8 MR. WHITWORTH: Can we go off the</p> <p>9 record quickly.</p> <p>10 THE VIDEOGRAPHER: The time is</p> <p>11 approximately 1:41 p.m. and we're going off</p> <p>12 the record.</p> <p>13 (Recess from the record.)</p> <p>14 MR. WOOD: Let's go back on the</p> <p>15 record.</p> <p>16 So we're going to read and sign</p> <p>17 pursuant to the Federal Rules, and we'll mark</p> <p>18 it confidential. That's it.</p> <p>19 MR. GLENNON: Do we want to put on the</p> <p>20 time that we'll send it to you and you have</p> <p>21 30 days or --</p> <p>22 MR. WOOD: It's in the Rules, but,</p> <p>23 yeah, 30 days from the time we get the</p> <p>24 transcript.</p> <p>25 (Examination concluded at 1:48 p.m.)</p>

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1 C E R T I F I C A T E
 2
 3 STATE OF NEW YORK)
 4) ss:
 5 COUNTY OF WESTCHESTER)
 6
 7 I, Eileen Mulvanna, CSR/RMR/CRR and a
 8 notary public within and for the State of New York,
 9 do hereby certify:
 10 That I reported the proceedings in the
 11 within-entitled matter, and that the within
 12 transcript is a true record of such proceedings.
 13 I further certify that I am not related by
 14 blood or marriage to any of the parties in this
 15 matter and that I am in no way interested in the
 16 outcome of the matter.
 17 Further, that if the foregoing pertains to
 18 the original transcript of a deposition in a federal
 19 case, before completion of the proceedings, review of
 20 the transcript [X] was [] was not requested.
 21 IN WITNESS WHEREOF, I have hereunto set my
 22 hand this 10th day of July, 2018.
 23 
 24 Eileen Mulvanna, CSR/RMR/CRR
 25

1 DECLARATION UNDER PENALTY OF PERJURY
 2 Case Name: Grae vs. Corrections
 3 Corporation of America, et al.
 4 Date of Deposition: 07/10/2018
 5 Job No.: 10044536
 6
 7 I, ELEANOR INNES - 30(B) (6), hereby certify
 8 under penalty of perjury under the laws of the State of
 9 _____ that the foregoing is true and correct.
 10 Executed this _____ day of
 11 _____, 2018, at _____.
 12
 13 _____
 14 ELEANOR INNES - 30(B) (6)
 15
 16 NOTARIZATION (If Required)
 17 State of _____
 18 County of _____
 19 Subscribed and sworn to (or affirmed) before me on
 20 this _____ day of _____, 20____,
 21 by _____, proved to me on the
 22 basis of satisfactory evidence to be the person
 23 who appeared before me.
 24 Signature: _____ (Seal)
 25

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1 DEPOSITION ERRATA SHEET
 2 Case Name: Grae vs. Corrections
 3 Corporation of America, et al.
 4 Name of Witness: Eleanor Innes - 30(b) (6)
 5 Date of Deposition: 07/10/2018
 6 Job No.: 10044536
 7 Reason Codes: 1. To clarify the record.
 8 2. To conform to the facts.
 9 3. To correct transcription errors.
 10 Page ____ Line ____ Reason ____
 11 From _____ to _____
 12 Page ____ Line ____ Reason ____
 13 From _____ to _____
 14 Page ____ Line ____ Reason ____
 15 From _____ to _____
 16 Page ____ Line ____ Reason ____
 17 From _____ to _____
 18 Page ____ Line ____ Reason ____
 19 From _____ to _____
 20 Page ____ Line ____ Reason ____
 21 From _____ to _____
 22 Page ____ Line ____ Reason ____
 23 From _____ to _____
 24 Page ____ Line ____ Reason ____
 25 From _____ to _____

1 DEPOSITION ERRATA SHEET
 2 Page ____ Line ____ Reason ____
 3 From _____ to _____
 4 Page ____ Line ____ Reason ____
 5 From _____ to _____
 6 Page ____ Line ____ Reason ____
 7 From _____ to _____
 8 Page ____ Line ____ Reason ____
 9 From _____ to _____
 10 Page ____ Line ____ Reason ____
 11 From _____ to _____
 12 Page ____ Line ____ Reason ____
 13 From _____ to _____
 14 Page ____ Line ____ Reason ____
 15 From _____ to _____
 16 Page ____ Line ____ Reason ____
 17 From _____ to _____
 18 Page ____ Line ____ Reason ____
 19 From _____ to _____
 20 Page ____ Line ____ Reason ____
 21 From _____ to _____
 22 _____ Subject to the above changes, I certify that the
 23 transcript is true and correct
 24 _____ No changes have been made. I certify that the
 25 transcript is true and correct.
 ELEANOR INNES - 30(B) (6)

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